

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of 3i Infotech Limited will be held on Friday, July 29, 2011 at 4.00 p.m. at Shri Saurashtra Patel Samaj Hall, Plot No. 6, Sector 2, Sanpada (East), Near Sanpada Railway Station, Navi Mumbai – 400 705 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for the financial year ended March 31, 2011 and the Balance Sheet as on that date, together with the Reports of the Directors and Auditors thereon.
2. To confirm the dividend paid @ 6.35% on preference shares.
3. To declare dividend on equity shares.
4. To appoint a Director in place of Mr. Hoshang N. Sinor, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Ms. Vishakha Mulye, who retires by rotation and being eligible, offers herself for re-appointment.
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT subject to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Lodha & Co., Chartered Accountants, having their office at 6, Karim Chambers, 40, Ambalal Doshi Marg, Hamam Street, Mumbai - 400 023 and M/s. R. G. N. Price & Co., Chartered Accountants, having their office at Simpson's Building, 861, Anna Salai, Chennai - 600 002 who are retiring at the conclusion of Eighteenth Annual General Meeting, together be and are hereby appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of the Eighteenth Annual General Meeting until the conclusion of the Nineteenth Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the remuneration to be paid to Joint Statutory Auditors.

By Order of the Board



Shivanand R. Shettigar
Company Secretary

April 22, 2011

Registered Office:

Tower # 5, 3rd to 6th floors,
International Infotech Park, Vashi,
Navi Mumbai - 400703

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL, INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY/IES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) Members/Proxies should bring the attendance slip sent herewith, duly filled in, for attending the Meeting.
- c) The Members are informed that in case of joint holders attending the Meeting, only such joint holder whose name is higher in the order of names, will be entitled to vote.
- d) Members holding shares in physical form are requested to immediately notify any change in their address/ name/ bank particulars, ECS mandates, nominations, power of attorney under the signature of the Sole/First joint holder to the Company at its Registered Office, quoting their Folio Number(s) on or before Friday, July 08, 2011.

Members holding shares in electronic form shall directly update such details with their respective Depository Participant(s) and not to the Company and/or to its Registrar and Transfer Agents. Information captured by the Depository Participants on or prior to Friday, July 08, 2011 will automatically be updated in the Company's record for the purpose of payment of the Dividend for the year ended March 31, 2011.

- e) Please note that as per the Securities and Exchange Board of India (SEBI) circular no. MRD/DoP/Cir-05/2009 dated May 20, 2009, it has become mandatory to furnish a copy of PAN card of the transferee/s for registration of transfer of shares in physical form.
- f) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 09, 2011 to Friday, July 29, 2011 (both days inclusive).

The dividend on equity shares for the year ended on March 31, 2011, if declared at this Meeting, will be paid on July 30, 2011;

- (i) in respect of shares held in electronic form, on the basis of beneficial ownership, at the close of business hours on Friday, July 08, 2011, as per the details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and
- (ii) to those Members, holding shares in physical form, whose names appear in the Register of Members of the Company, on Friday, July 29, 2011, after giving effect to all valid transfers in physical form lodged with the Company on or before Friday, July 08, 2011.

In terms of the directives of SEBI, shares issued by companies should *rank pari passu* in all respects, including dividend entitlement, and hence, the equity shares allotted or to be allotted by the Company during the financial year 2010-11 and beyond that till Friday, July 08, 2011, under the Employees Stock Option Schemes of the Company and the equity shares allotted to the investors upon conversion of the Foreign Currency Convertible Bonds, if any, will be entitled to full dividend that may be declared at this Meeting.

- g) Members are requested to note that trading in equity shares of the Company on the Stock Exchanges is permitted only in dematerialized form as per the notification issued by SEBI. The shares of the Company are available for trading under both the Depository systems in India, i.e. NSDL & CDSL. Members who continue to hold shares in physical form are, therefore, requested to note that they will not be able to trade in the shares of the Company unless the same are dematerialized.
- h) Members may avail of the nomination facility as provided under Section 109A of the Companies Act, 1956.
- i) Pursuant to the requirements of Corporate Governance under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, the information about the Directors proposed to be appointed/re-appointed has been given in the Annexure to this Notice.
- j) All the documents referred to in the Notice and the explanatory statement will be available for inspection by the Members at the Registered Office of the Company between 10.30 a.m. to 12.30 p.m. on all working days from the date hereof, up to the conclusion of this Meeting.
- k) The Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company at least seven days before the Meeting to enable the Company to keep the information ready at the Meeting.

By Order of the Board



Shivanand R. Shettigar
Company Secretary

April 22, 2011

Registered Office:

Tower # 5, 3rd to 6th floors,
International Infotech Park, Vashi,
Navi Mumbai - 400703

Important Information for Members

In the light of Circulars issued by Ministry of Corporate Affairs (MCA), Government of India on "Green Initiative in Corporate Governance", the Company has decided to deliver the Documents in electronic form to the Shareholders whose email addresses are available with the Company. The Documents shall mean all notices/documents including those covered under Section 219 or any other relevant Sections read with Section 53 of the Companies Act, 1956.

The Shareholders are requested to register their email address with their concerned Depository Participant for this purpose. The Shareholders holding shares in physical form may write to the Registrar and Share Transfer Agent.

The Information as required to be disclosed under Clause 49 of the Listing Agreement regarding the Directors proposed to be re-appointed:

Mr. Hoshang N. Sinor

Mr. Hoshang N. Sinor is the non-executive Chairman of the Company since July 24, 2003. A graduate in commerce and law, his illustrious career has spanned 43 years in the banking sector. He has had exposure to the working of both public sector and private sector banks and has hence, had the experience of both the phases of nationalization and liberalization in this sector. He started his career in 1965 with Central Bank of India and in 1969 moved to Union Bank of India where he worked in various capacities to reach the position of General Manager. In 1996, he was appointed as Executive Director of Central Bank of India. In 1997, he joined as Executive Director of ICICI Bank where he later on took over as Managing Director and CEO in 1998. After the merger of ICICI with ICICI Bank in 2002, he worked as the Joint Managing Director of ICICI Bank Limited and retired from the services of the Bank with effect from May 31, 2003. Mr. Sinor was the Chief Executive of the Indian Banks Association till July 31, 2008. Currently he is the CEO of the Association of Mutual Funds in India, to which post he was appointed on February 25, 2010.

His career has encompassed a wide-ranging variety of roles related to the operations of commercial banking. He has held several important positions during this period and has been exposed to every sphere of banking activities, balancing between the field and the administration functions. Mr. Sinor has attended a large number of training programmes and seminars in India and overseas. He has traveled extensively and has been exposed to meeting with global bankers, funds managers, banking analysts, etc.

He has worked on various committees of the Government of India, Reserve Bank of India (RBI) and Confederation of Indian Industry (CII) and has hence contributed to policy and decision making processes in the system.

Mr. Hoshang N. Sinor is on the Board of the following Companies as of date:

Name of the Company	Position held
3i Infotech Holdings Private Limited	Chairman
ICICI Lombard General Insurance Co. Limited	Director
ICICI Venture Funds Management Company Limited	Director
CRISIL Limited	Director
JM Financial Asset Reconstruction Company Pvt. Ltd.	Director
Sahara India Financial Corporation Limited	Director
Themis Medicare Limited	Chairman
Tata Investment Corporation Limited	Director
Tata Capital Limited	Director
Tata Motors Finance Limited	Director
Zoroastrian Co-operative Bank Limited	Chairman
Tata Capital Financial Services Limited	Director

Ms. Vishakha Mulye

Ms. Vishakha Mulye is currently the Managing Director & CEO of ICICI Venture Funds Management Company Limited. Ms. Mulye was earlier the Executive Director of ICICI Lombard General Insurance Company Limited and the Group Chief Financial Officer of ICICI Bank Limited, India's largest private sector bank and the second largest bank in the country.

Ms. Vishakha is a Chartered Accountant and joined the ICICI group in 1993. She has worked extensively in the areas of project finance, structured finance, treasury, corporate planning and strategy, investor relations and resolution of distressed assets. She played a pivotal role in setting up the Special Asset Management Group, which was formed for proactive resolution of distressed assets. Ms. Vishakha played a key role in the merger of ICICI with ICICI Bank, which led to the creation of the second largest bank in India. Between 2002 and 2005, she set up ICICI Bank's structured finance business. This pioneering effort led to the development of an active securitization market in India. During this period, she was also responsible for ICICI Bank's client-related treasury and markets operations, capital markets business and relationships with domestic financial institutions

and multilateral institutions. As the Group CFO of ICICI Bank, she was responsible for financial reporting, balance sheet management, planning, strategy, investor relations, corporate communications and market and operational risk management functions of the bank. Under her leadership, the Bank raised close to US\$ 7 billion in equity capital and several billion dollars of debt financing. She led landmark fundraising deals like ICICI Bank's US\$ 5 billion equity offering in 2007 and the first hybrid capital issuance by an Indian bank in 2006. She has been instrumental in strengthening the bank's capital base through the first simultaneous ADR and domestic equity offering from India and more recently through the first issuance of hybrid Tier-1 capital by any bank in India. In a difficult environment, she has raised \$400 million private equity fund and has recently launched \$ 1 billion Infrastructure Fund.

Ms. Mulye received the award for 'Most Powerful Women in Indian Business – 2007, 2009 & 2010 from Business Today. She also received the CA Corporate Leader Award 2008 (2nd in the 'CA Young leader - Female' category), organized by the Institute of Chartered Accountants of India (ICAI). She received the India CFO Award 2006, instituted by IMA for excellence in finance in a large corporate. The World Economic Forum has also selected her as a 'Young Global Leader' for the year 2007. She is a member of Aspen Institute for 'India Leadership Initiative'.

Ms. Vishakha Mulye is on the Board of the following Companies:

Name of the Company	Position held
ICICI Venture Funds Management Company Limited	Managing Director & CEO
ICICI Securities Primary Dealership Limited	Director
I-Ven Realty Limited	Nominee Director
Indian Express Newspapers (Mumbai) Limited	Nominee Director

