



Registered Office: Tower # 5, 3rd to 6th Floors, International Infotech Park,
Vashi, Navi Mumbai - 400 703 www.3i-infotech.com

NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of 3i Infotech Limited will be held on Tuesday, July 27, 2010 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, 2010 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 Dr. Bruce Kogut, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Dr. Ashok Jhunjunwala, who retires by rotation and being eligible, offers himself 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 the Seventeenth Annual General Meeting, together be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of the Seventeenth Annual General Meeting until the conclusion of the Eighteenth 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 the Joint Statutory Auditors.

SPECIAL BUSINESS

7. Re-appointment of Mr. V. Srinivasan as Managing Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

RESOLVED that pursuant to the provisions of Section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), the Articles of Association of the Company and subject to the approval of the Central Government and such other sanctions and approvals as may be necessary, the Members do and hereby approve the re-appointment of Mr. V. Srinivasan as Managing Director for a period of five years, effective October 1, 2010.

RESOLVED further that during the aforesaid tenure, Mr. V. Srinivasan shall not draw any remuneration or benefits from the Company, apart from stock options under '3i Infotech-Employee Stock Option Schemes' (Schemes), within the overall limit of the Schemes approved by the Members from time to time.

RESOLVED further that Mr. V. Srinivasan shall not retire by rotation during his tenure as Managing Director of the Company, provided however that, if at any time, the number of Directors as are not subject to retirement by rotation exceeds one-third of the total number of Directors for the time being, then Mr. V. Srinivasan, if holding longest office among Whole-time Directors, shall be liable to retire by rotation in accordance with the provisions of Article 162(b) of

the Articles of Association of the Company to the intent that, the number of Directors shall not exceed one-third of the total number of such Directors for the time being, provided further that, if Mr. V. Srinivasan is re-appointed as a Director immediately on such retirement, he shall continue to hold his office of the Managing Director and such re-appointment will not be deemed to constitute a break in his appointment as the Managing Director.

RESOLVED further that the Board of Directors (which term shall include any Committee which the Board of Directors of the Company may have constituted or may hereafter constitute, and/or any Director(s) of the Company, delegated with the powers necessary for the purpose, including the powers conferred by this Resolution) of the Company be and is hereby authorised to do all such acts, deeds and things and to execute any agreements, documents etc. as may be required to give effect to the above Resolutions.

By Order of the Board

June 9, 2010

Registered Office:

Tower # 5, 3rd to 6th Floors,
International Infotech Park, Vashi,
Navi Mumbai - 400 703.



Shivanand R. Shettigar
Company Secretary

NOTES:

- a) The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of item no. 7 is attached.
- b) 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.
- c) Members/Proxies should bring the attendance slip sent herewith, duly filled in, for attending the Meeting.
- d) The Members are informed that in case of joint holders attending the Meeting, only such joint holder who's name is higher in the order of names, will be entitled to vote.
- e) 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 09, 2010.

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 09, 2010 will automatically be updated in the Company's record for the purpose of payment of the Dividend for the year ended March 31, 2010.

- f) 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.

- g) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, July 10, 2010 to Tuesday, July 27, 2010 (both days inclusive).

The dividend on equity shares for the year ended on March 31, 2010, if declared at this Meeting, will be paid;

- (i) in respect of shares held in electronic form, on the basis of beneficial ownership, at the close of business hours on Friday, July 09, 2010, 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 Tuesday, July 27, 2010, after giving effect to all valid transfers in physical form lodged with the Company on or before Friday, July 09, 2010.

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 2009-10 and beyond that till Friday, July 09, 2010, 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.

- h) 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.
- i) Members may avail of the nomination facility as provided under Section 109A of the Companies Act, 1956.
- j) 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.
- k) 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. and 12.30 p.m. on all working days from the date hereof, up to the conclusion of this Meeting.
- l) 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.

June 9, 2010

Registered Office:

Tower # 5, 3rd to 6th Floors,
International Infotech Park, Vashi,
Navi Mumbai - 400 703.

By Order of the Board



Shivanand R. Shettigar
Company Secretary

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 7

Re-appointment of Mr. V. Srinivasan as Managing Director of the Company

Pursuant to Provisions of Section 269 read with Schedule XIII and other applicable provisions, of the Companies Act, 1956, Mr. V. Srinivasan, was appointed as Managing Director for a period of five years with effect from October 1, 2005 by Special Resolution dated December 30, 2005 through Postal Ballot.

As the term of Mr. V. Srinivasan ends on 30th September, 2010, it is proposed to re-appoint Mr. V. Srinivasan as Managing Director for a further period of five years.

Mr. V. Srinivasan has been a Managing Director of the Company and Global CEO of 3i Infotech Group, ever since the Company transformed itself as a Technology Company. As about 75% of the revenue of 3i Infotech Group comes from overseas subsidiaries, Mr. V. Srinivasan has been controlling the operations of 3i Infotech group outside India. He has been a resident outside India. He is also on the Board of certain overseas subsidiaries of the Company. As director of overseas subsidiaries, he will continue to draw salary and other compensation from such overseas subsidiaries of the Company as may be approved by the Board's of the concerned subsidiaries.

Under the leadership of Mr. Srinivasan, ever since he took over the reins of the Company in the year 1996 as a Director, the operations of the Company have grown from a single location and single client based out of Mumbai to multiple locations spread across 14 countries and clients spread over in more than 50 countries across 5 continents.

After the Company transformed itself as an IT company from the financial year 1999-2000, the Company's revenue has grown from Rs.40 Crores to Rs. 2,468.75 Crores. Today, the Company is one of the leading end to end IT solutions provider globally.

The Company has received appreciation from the Industry and Clients through various awards and accolades from time to time.

Under Mr. V. Srinivasan's able leadership, the Company has achieved following recognitions during this year:

- Ranked among the top 3 software product companies in India (Dataquest – Aug'09);
- 189th largest company in India (Business Standard 1000 – Feb'10) ;
- Secured a position in the Deloitte Technology Fast 50 India 2009 list on account of our growth of 249% over three years;
- Ranked 32nd (3rd among Indian IT Companies) in the FinTech 100 list of top IT products and services providers to the financial industry published in the US, October 2009 and
- One of only three companies from India and 44 worldwide, (including USA, UK and India) to win the "WorldBlu List of Most Democratic Workplaces 2010" Award. WordBlu is an Austin, TX, (USA) based company, specializing in organizational democracy and freedom-centered leadership.

Mr. Srinivasan shall not draw any remuneration or benefits from the Company. However he would be eligible for grant of Stock Options under the Employee Stock Options Schemes of the Company. Also, he may draw remuneration as indicated below, from the overseas subsidiaries of the Company for services rendered to such subsidiaries, which are subject to approval by the Board of the concerned subsidiary and subject to local laws, as may be applicable.

Basic Range	USD 575,000 PA – USD 875,000 PA
Bonus	Upto 50% of Basic as normal bonus and additional 50% for exceptional performance
Perquisites	Rent USD 72,000 P.A Plus Car, Telephone at residence, cell phone, house maintenance, gas, electricity, water, Sewage, 401K (like PF in India) as per the Company policy and applicable laws, Reimbursement of medical expenses for self and dependent family members. (Any insurance claim received should be paid back to the Company), including post retirement up to 80 years of age (subject to he being not employed anywhere else), LFC (amount equivalent to cost of 4 return tickets to India for each year by class of travel he is entitled to travel), gratuity at one month pay for every year of service
Stock Options	As may be approved by the Board of the Subsidiaries from time to time.

This note may also be construed as abstract of terms of re-appointment of Mr. Srinivasan pursuant to Section 302 of the Companies Act, 1956.

None of the Directors, except Mr. V. Srinivasan are interested in this resolution.

Your Directors recommend the approval of the Resolution for his appointment as set out in Item No.7 of the Notice, for your approval.

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

Dr. Bruce Kogut

Dr. Bruce Kogut is currently the Sanford Bernstein Professor of Leadership and Ethics at the Columbia Business School and was previously the Eli Lilly Professor of Strategy at INSEAD business school and the Dr. Felix Zandman Professor at the Wharton School, University of Pennsylvania. He obtained his Ph.D. in International Management and Finance from the Sloan School of Management at the Massachusetts Institute of Technology and was awarded an honorary doctorate by the Stockholm School of Economics. His areas of focus include international direct investment, international strategy, technology policy and corporate governance. He has authored several books and his articles have been published in leading journals. Dr. Kogut held the first visiting Professor Lecture for Singapore's Infocomm Development Agency. In 2003, Peter Cornelius (presently the senior economist at Alpinvest) and he edited the book "Corporate Governance and International Capital Flows", which was presented at the meetings of the World Economic Forum. In February 2005, he co-organized a conference on corporate governance for the United Nations in Geneva. He has authored a report for the World Bank reviewing their privatization policies in East and Central Europe. Dr. Kogut has consulted and taught for several corporations in the United States, Europe and Asia, and he serves on the boards of several non-profit and research institutes.

Dr. Bruce Kogut is on the Board of the following Companies as of date:

Name of the Company	Position held
3i Infotech (Western Europe) Holdings Limited	Director
3i Infotech (UK) Limited	Director

Dr. Ashok Jhunjunwala

Dr. Ashok Jhunjunwala is a Professor at the Department of Electrical Engineering, the Indian Institute of Technology Madras, based in Chennai, India. He received his B.Tech degree from the Indian Institute of Technology, Kanpur, and his MS and PhD degrees from the University of Maine. From 1979 to 1981, he was with Washington State University as Assistant Professor. Since 1981, he has been teaching at IIT Madras. Dr. Jhunjunwala leads the Telecommunications and Computer Networks Group (TeNeT) at IIT Madras. This group works with industry in the development of technologies relevant to India. It has incubated several technology companies which work in partnerships with TeNet group to develop telecom and banking products for Indian Urban and Rural Markets. He chairs the Rural Technology and Business Incubator(RTBI) of IIT Madras and Mobile Payment Forum of India(MPFI).

Dr. Jhunjunwala has been awarded Padma Shri in the year 2002. He has been the recipient of the Shanti Swarup Bhatnagar Award in 1998, Dr. Vikram Sarabhai Research Award for the year 1997, the Millennium Medal at Indian Science Congress in the year 2000 and the H.K. Firodia Award for Excellence in Science & Technology for the year 2002, the Shri Om Prakash Bhasin Foundation Award for Science & Technology for the year 2004, the Jawaharlal Nehru Birth Centenary Lecture Award by the Indian National Science Academy (INSA) for the year 2006, and the IBM Innovation and Leadership Forum Award by IBM for the year 2006, awarded Honorary Doctorate by the Institute of Blekinge Institute of Technology, Sweden and Excellence in Science and Technology Award and recently awarded “Bharat Asmita Vigyan – Tantragyaan Shresththa Award” for best use of Science & Technology through Innovation by MIT Group of Institutions.

Dr. Jhunjunwala is a Fellow of World Wireless Research Forum, IEEE and Indian Academies including the Indian National Academy of Engineering (INAE), the Indian Academy of Sciences (IAS) and the National Academy of Sciences (NAS), INSA and also a member of the Prime Minister's Scientific Advisory Committee.

Dr. Ashok Jhunjunwala is on the Board of the following Companies as of date:

Name of the Company	Position held
Polaris Software Lab Limited	Director
Tejas Networks Private Limited	Director
Sasken Communications Technologies Limited	Director
State Bank of India	Director
Tata Teleservices (Maharashtra) Limited	Director
Tata Communication Ltd.	Director
Exicom Tele-Systems Ltd.	Director

Mr. V. Srinivasan

Mr. Srinivasan has been the Managing Director of the Company since April 1999. Within a short span of 11 years, he has turned the Company into a global technology company with over 15,000 employees servicing a large number of customers in over 50 countries across 5 continents and the Company has become one of the leading IT Companies in India. The Company could achieve various awards and accolades under his directions from the time he was first appointed as Managing Director of the Company in the year 1999. Having travelled widely around the world, he has a deep understanding of global business issues. He has also been on the board of several companies.

Mr. Srinivasan combines a comprehensive mix of academic qualifications and professional experience. He is a graduate in Mathematics from Madras university and has secured the First Rank in the University. Apart from being a rank holder in the Chartered Accountancy examination, he is also a qualified Cost and Works accountant and a Company Secretary. He has also attended the Executive Development Programme at the Kelloggs School of Management in Chicago, USA.

Mr. Srinivasan has authored a book titled “New Age Management Philosophy from Ancient Indian Wisdom” based on his learnings from the Thirukural, a 2000 year old Indian text.

He is holding 2,42,040 equity shares of the Company as on the date of this Notice.

Mr. V. Srinivasan is on the Board of the following Companies as of date:

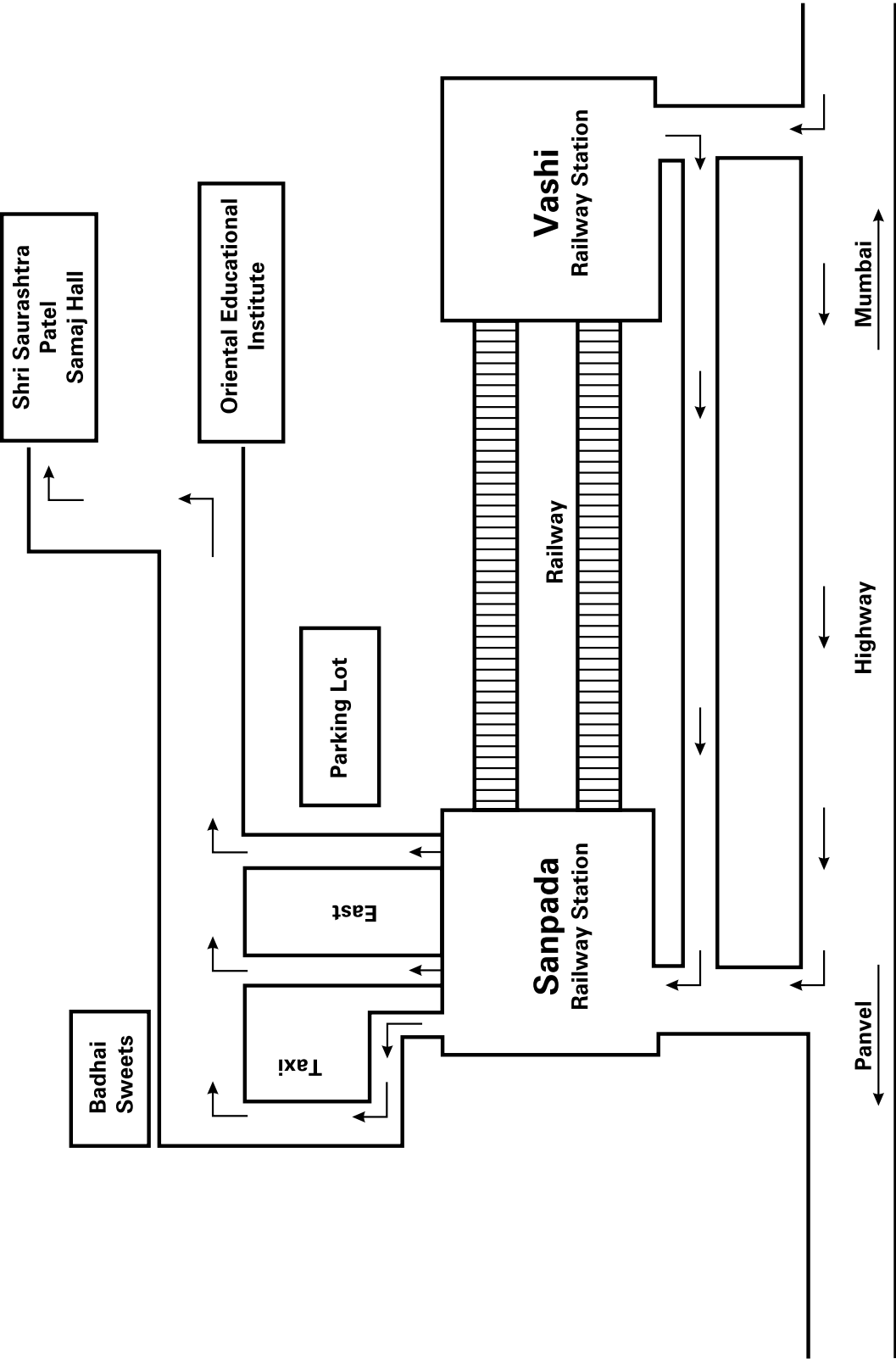
Name of the firms / concerns	Position held (Director, Chairman, Partner, Proprietor etc.)
3i Infotech Asia Pacific Pte. Ltd.	Chairman
3i Infotech (UK) Limited	Chairman
3i Infotech (Western Europe) Holdings Limited	Chairman
3i Infotech (Middle East) FZ LLC	Chairman
3i Infotech Holdings Private Limited	Director
3i Infotech Consumer Services Limited	Chairman
Cadenza Solutions Inc.	Director
Elegon Infotech Limited	Director
3i Infotech Financial Software Inc.	Managing Director & CEO
Regulus Group LLC	Manager
Regulus America LLC	Manager
Regulus Integrated Solutions LLC	Manager
Regulus West LLC	Manager
Regulus Tristate LLC	Manager

Mr. V. Srinivasan was paid Salary of USD 450,000/-, Bonus of USD 249,728/-and other perquisites such as rent, car, telephone, etc. from the overseas subsidiaries of the Company for rendering his services to the overseas subsidiaries of the Company.

Mr. V. Srinivasan had been granted the following Stock Options under 3i Infotech Limited Employees Stock Option Schemes. Apart from these, he will be eligible for future grants as may be decided by the Board Governance Committee and the Board of Directors as per the Employee Stock Option Schemes of the Company, within the overall limit as applicable.

Year	No. of Options granted	No. of Options Vested	Price (in Rs.)
2000	35,000	0	37.5
2001	70,000	70,000	68
2002	56,000	56,000	100
2003	35,000	0	45
2004	1,40,000	1,40,000	45
2005	10,00,000	10,00,000	50
2006	10,00,000	10,00,000	92.5
2007	10,00,000	10,00,000	139.5
2008	5,00,000	2,50,000	116
TOTAL	38,36,000	35,16,000	

Road Map for AGM Hall



Map not to scale