



November 2, 2017

The Manager,
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai-400051

NSE Symbol: 3IINFOTECH

Sub: Postal Ballot Notice

Dear Sir,

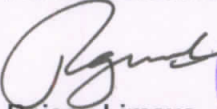
Pursuant to Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith (one) 1 copy of Notice of Postal Ballot which is being sent to the members for their approval.

Please acknowledge receipt of the same.

Thanking you,

Yours truly,

For 3i Infotech Limited


Rajeev Limaye
Company Secretary



Encl: As above

3i Infotech Limited

CIN : L67120MH1993PLC074411
Tower # 5, 3rd to 6th Floor
International Infotech Park
Vashi, Navi Mumbai 400 703, India.
Tel. : (+91-22) 6792 8000
Fax : (+91-22) 6792 8098
www.3i-infotech.com



3i Infotech Limited

Corporate Identification Number (CIN): L67120MH1993PLC074411

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

Tel No: (91-22) 7123 8000 **Fax No:** (91-22) 7123 8310

E-mail: investors@3i-infotech.com **Website:** www.3i-infotech.com

**Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014**

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Postal Ballot Rules"), seeking approval from the Members of 3i Infotech Limited (the "Company") for passing the following proposed Resolution:

1. Issue of Equity Shares to Srei Multiple Asset Investment Trust against conversion of a portion of outstanding debt

The resolution and the relevant explanatory statement setting out the material facts and the reasons for the resolution is appended herewith along with a Postal Ballot form for your consideration.

The Company has, in compliance with Rule 22(5) of the Postal Ballot Rules, appointed Mr. Prakash Pandya, Partner, BNP & Associates, Company Secretaries or failing him, Mr. B. Narasimhan, Partner, BNP & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before 6:00 p.m. on Monday, December 11, 2017. In case you are exercising your vote in the Postal Ballot through e-voting, please refer the instructions for the same in the notes annexed to this Notice. The Scrutinizer will submit his report to the Company after completion of the scrutiny of votes. The results of the Postal Ballot will be announced at the registered office of the Company at 5:00 p.m. on Wednesday, December 13, 2017. The results of the Postal Ballot will also be displayed on the website of the Company (www.3i-infotech.com) besides being communicated to the National Stock Exchange of India Limited and BSE Limited. The Resolution will be deemed to be effective on and from Monday, December 11, 2017, i.e. the last date specified above for receipt of Postal Ballots in accordance with Secretarial Standard – 2 on General Meetings.

RESOLUTION:

Item No. 1

Issue of Equity Shares to Srei Multiple Asset Investment Trust against conversion of a portion of outstanding debt

To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT in supersession of the resolution dated December 07, 2016 passed by the Shareholders of the Company and subject to the provisions of Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), applicable rules notified by the Central Government under the Companies Act, the Foreign Exchange Management Act, 2000 ("FEMA"), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India ("GOI"), Reserve Bank of India ("RBI"), and Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (if any), whether in India or abroad, and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011, as amended, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the listing agreements between the Company and the stock exchanges on which the Company's shares are listed, the Securities



and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to necessary approvals, permissions, consents and sanctions of the CDR Empowered Group, RBI and concerned statutory and other authorities, if any, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee(s) and/or any of the Director(s) or person(s) authorized by the Board to exercise powers conferred by this Resolution to the extent permitted by law), consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot to Srei Multiple Asset Investment Trust (on behalf of or for appropriation to Vision India Fund) a category II alternative investment fund within the meaning of the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, on a preferential basis to implement the terms of Debt Realignment Scheme, including any deviations thereto approved by relevant authorities, 26,39,09,361 equity shares of the Company of face value of ₹10/- each (the "Equity Shares") at a price of ₹10/- per Equity Share as detailed in the explanatory statement and as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI Regulations read with the Companies Act, at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion (the "Preferential Issue").

FURTHER RESOLVED THAT the "relevant date" for the purpose of calculating the price of the Equity Shares for the purposes of the Preferential Issue is April 27, 2016 i.e. date of approval of Debt Realignment Scheme by CDR Empowered Group in accordance with provisions of Chapter VII of the SEBI Regulations read with the Companies Act, 2013.

FURTHER RESOLVED THAT the Equity Shares to be issued and allotted on a preferential basis as aforesaid shall rank pari passu in all respects with the existing Equity Shares and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

FURTHER RESOLVED THAT the Equity Shares to be issued and allotted shall be subject to lock-in as stipulated under the SEBI Regulations.

FURTHER RESOLVED THAT the number of Equity Shares to be issued and allotted shall be subject to reconciliation between Srei Multiple Asset Investment Trust and the Company.

FURTHER RESOLVED THAT subject to the provisions of SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve the terms and conditions of the offer, issue and allotment of the Equity Shares and vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue to Srei Multiple Asset Investment Trust, as it may deem expedient.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents, offer letter and enter into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and the decision of the Board shall be final and conclusive.

FURTHER RESOLVED THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers, offer letter, and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Preferential Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

Notes:

- a) The explanatory statement with reasons for proposing the resolution as stated in the Notice is annexed hereto.
- b) The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, October 13, 2017.



- c) The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, October 13, 2017.
- d) In accordance with the provisions of Section 101 of the Companies Act, 2013, as amended read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through Speed Post / Registered Post / Courier.
- e) The Members holding shares in physical form are requested to notify change in their address, if any, to the Company at the Registered Office. The Members holding shares in electronic form may update such details with their respective Depository Participant(s).
- f) In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to the extent applicable and Clause 44 under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically.
- g) Kindly note that the Members can opt for only one mode of voting i.e., either by post or by e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
- h) In case a Member is desirous of obtaining Postal Ballot notice or form in printed form or a duplicate one, the Member may write to the Company or send an e-mail to investors@3i-infotech.com.
- i) The Postal Ballot Notice has been uploaded on the Company's website viz., www.3i-infotech.com and www.evoting.nsdl.com.
- j) All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open 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 (except Saturdays, Sundays and National Holidays), from the date hereof up to Monday, December 11, 2017.
- k) **Instructions for Voting:**

A. Through Physical Postal Ballot Form:

1. A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send the duly signed form to the Scrutinizer in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the Scrutinizer before 6:00 p.m. on Monday, December 11, 2017. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received.
2. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot Form by courier or registered post or delivers it in person at his expense, such Postal Ballot Form will also be accepted.
3. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

B. Through E-Voting:

In case of Members receiving Postal Ballot intimation by e-mail:

1. Open e-mail received from NSDL and open PDF file viz. "3i-Infotech e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
3. Click on Shareholder – Login.
4. Put user ID and password as initial password noted in step 1 above. Click Login.
5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.



6. In case, you have already registered with NSDL for e-voting before and have an existing password corresponding to this user ID, ignore points 1, 4 and 5 above and login with your user ID.
7. Home page of e-voting opens. Click on e-voting: Active E-voting Cycles.
8. Select "EVEN" (E Voting Event Number) of 3i Infotech Limited.
9. Now you are ready for e-voting as Cast Vote page opens.
10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed.
12. Please note that once you have voted on the resolution and clicked on "Submit" and "Confirm", you will not be allowed to modify your vote.
13. Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to scrutinizer3iinfotechpb@gmail.com with a copy marked to evoting@nsdl.co.in.
14. You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

In case of Members receiving Postal Ballot Form by Speed Post / Registered Post / Courier:

Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolutions:

EVEN (E-Voting Event Number)	USER ID	PASSWORD

- l) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- m) The e-voting period will commence on Sunday, November 12, 2017 (9:00 a.m.) and end on Monday, December 11, 2017 (6:00 p.m.) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.

By Order of the Board

Sd/-
Rajeev Limaye
Company Secretary

Navi Mumbai
October 14, 2017



Explanatory Statement and reasons for proposing the Resolutions as stated in the Notice

(Statement setting out material facts under Section 102 of the Companies Act, 2013)

Item No. 1:

Vide resolutions contained in the Postal Ballot Notice dated February 5, 2016, which were approved by the Members on March 18, 2016 (the "Original Resolution"), the Shareholders had, inter-alia, accorded their approval for issue and allotment of up to 100 Crore Equity Shares to all the lenders of the Company including the lenders of the Company's subsidiaries and lenders of facilities guaranteed by the Company and lessors of the Company (hereinafter referred to as the "DRS Lenders") as per the terms of Debt Realignment Scheme (DRS) package of the Company under the Corporate Debt Restructuring (CDR) mechanism.

ICICI Bank Limited is one of the DRS Lenders to whom Equity Shares were to be allotted vide the Original Resolution. ICICI Bank Limited has assigned a part of its debt to Vision India Fund ("VIF"), a SEBI approved scheme of Srei Multiple Asset Investment Trust, a trust settled by Srei Alternative Investment Managers Limited and registered with the Securities and Exchange Board of India as Category II Alternative Investment Fund, under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012. In this regard, ICICI Bank Limited had issued letter dated June 30, 2016 to the Company ("Letter").

The Shareholders had, vide resolution dated December 07, 2016 ("December 7 Resolution"), approved the issuance of Equity Shares to "Srei Alternative Investment Managers Limited-Vision India Fund" in accordance with the Amendment Agreement dated October 4, 2016 to the Master Restructuring Agreement dated March 30, 2012 (as amended by the amendment agreements dated July 25, 2012 and January 9, 2014 and June 17, 2016 and further amended by the supplemental restructuring agreement dated June 29, 2016) ("Amendment Agreement"). The Amendment Agreement was entered into amongst the Company, IDBI Bank Limited, Monitoring Institution under CDR, ICICI Bank Limited (as the assigning lender) and SREI Alternative Investment Managers Limited – Vision India Fund pursuant to the approval of CDR Empowered Group ("CDR-EG") for admittance of Srei Alternative Investment Managers Limited (SAIML) on behalf of Vision India Fund (VIF). Accordingly, a Deed of Accession dated October 4, 2016 ("Deed of Accession") was delivered by Srei Alternative Investment Managers Limited – Vision India Fund, to the Company and acknowledged by IDBI Bank Limited, pursuant to which, inter-alia, Srei Alternative Investment Managers Limited – Vision India Fund acceded to the CDR arrangement of the Company and agreed to be bound by and comply with all the obligations expressed to be assumed by it as a CDR Lender under the Master Restructuring Agreement dated March 30, 2012 ("Master Restructuring Agreement").

The Letter, the Amendment Agreement and the Deed of Accession are hereinafter jointly referred to as "Transaction Documents".

It was subsequently clarified by Srei Alternative Investment Managers Limited ("SAIML") pursuant to a letter dated September 26, 2017 that:

- (1) Srei Multiple Asset Investment Trust is a trust registered with the Securities and Exchange Board of India as Category II – Alternative Investment Fund under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 ("SMAIT").
- (2) SMAIT has floated various schemes and one such scheme of SMAIT is Vision India Fund ("VIF").
- (3) SAIML is the investment manager of SMAIT, which provides investment management services to SMAIT and its schemes (including VIF) in accordance with the investment management agreement dated May 22, 2013, executed between SMAIT and SAIML.
- (4) As stated in the Letter, ICICI Bank Limited assigned a portion of its debt exposure in the Company to VIF and therefore the equity shares and the preference shares of the Company are required to be issued to VIF. However, VIF, being a scheme of SMAIT, has no separate legal existence apart from that of SMAIT and hence the shares cannot be held by VIF in its own name.
- (5) In the Transaction Documents, SAIML-VIF and VIF refer to the same SEBI approved scheme (being VIF) and that SAIML -VIF and VIF are not different schemes of SMAIT. In the Transaction Documents, the terms SAIML-VIF and VIF have been used interchangeably.
- (6) The Transaction Documents were in fact executed by SAIML on behalf of VIF scheme of SMAIT. Since VIF, being a scheme of SMAIT, has no separate legal existence apart from that of SMAIT, it is SMAIT and not SAIML that is, in effect, a party to the Transaction Documents.
- (7) In light of the foregoing, the equity shares and the preference shares of the Company which are required to be issued upon conversion of the debt pursuant to the Transaction Documents will need to be issued to SMAIT (on behalf of or for the purposes of appropriation to VIF).

In view of this clarification, the December 7 Resolution for allotment of Equity Shares to SAIML-VIF needs to be superseded and a fresh approval of the shareholders is sought for allotment of Equity Shares to Srei Multiple Asset Investment Trust. Appropriate documentation has been executed on September 26, 2017 between the Company, IDBI Bank Limited, Monitoring Institution under CDR, ICICI Bank Limited (as the assigning lender), SAIML and SMAIT to provide that shares will be allotted to SMAIT and not to SAIML, SAIML -VIF or VIF.



It is further clarified that no shares have been issued pursuant to the December 7 Resolution and that said issuance of Equity Shares shall be in accordance with the DRS package being implemented.

This resolution is to be read with the Original Resolution and only applies in respect of issue of Equity Shares to Srei Multiple Asset Investment Trust.

The said issuance of Equity Shares shall be in accordance with the provisions of Chapter VII - "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time ("SEBI Regulations") and other applicable laws in this regard.

The following details of the proposed Preferential Issue of Equity Shares are disclosed in accordance with the provisions of Companies Act, 2013 (the "Companies Act") read with Rule 13 (2) of Companies (Share Capital and Debentures) Rules, 2014 and SEBI Regulations:

a) The Object of the Preferential Issue:

ICICI Bank Limited, one of the DRS Lenders of the Company has assigned 76.5% of its outstanding debt to Vision India Fund, which is a SEBI approved scheme of Srei Multiple Asset Investment Trust, a trust settled by Srei Alternative Investment Managers Limited and registered with SEBI as Category II Alternative Investment Fund, under SEBI (Alternative Investment Funds) Regulations, 2012. The objective of this issue is to issue Equity Shares to Srei Multiple Asset Investment Trust in lieu of its debt exposure as per the DRS package approved by the CDR-EG and at a price as determined in accordance with the SEBI Regulations.

b) The total number of shares/securities to be issued:

Upto 26,39,09,361 Equity Shares would be issued in accordance with the terms of the DRS package. This proposed number is subject to reconciliation with the DRS Lender and any deviation in the DRS package shall be subject to necessary approvals.

c) The Price at which the allotment is proposed:

The Equity Shares would be allotted at a price of ₹10/- per equity share as determined in accordance with Regulation 76 of the SEBI Regulations read with the Companies Act.

d) The basis on which the price for issue of shares has been arrived at along with the Valuation Report of Registered Valuer:

The price for issue of the Equity Shares is determined as per the SEBI Regulations and not as per the Valuation Report of Registered Valuer as per proviso to Rule 13 (1) of Companies (Share Capital and Debenture) Rules, 2014.

e) Relevant Date with reference to which the price has been arrived at:

Since the current restructuring has been duly noted by the CDR-EG and is proposed to be implemented through the CDR documentation, in terms of the proviso to Clause 71(a) of Chapter VII of the SEBI Regulations, the relevant date for the pricing of Equity Shares shall be April 27, 2016 i.e. date of approval of DRS package by CDR-EG as mentioned in Original Resolution.

f) Class of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to Srei Multiple Asset Investment Trust, a trust which is registered with the Securities and Exchange Board of India as Category -II – Alternative Investment Fund under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.

g) The intention or proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

None of the Promoters, Directors or Key Managerial Personnel will be issued any Equity Shares.

h) Proposed time within which the Preferential Issue shall be completed:

The Equity Shares will be allotted within the time limit specified under the SEBI Regulations.

i) The names of the proposed allottees, the percentage of post Preferential Issue Capital that may be held by them:

The allotment is proposed to be made to Srei Multiple Asset Investment Trust, a trust which is registered with the Securities and Exchange Board of India as Category -II – Alternative Investment Fund under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.

After the Preferential Issue, Srei Multiple Asset Investment Trust may hold 19.80% of the paid-up equity share capital of the Company. The number of Equity Shares proposed to be issued to Srei Multiple Asset Investment Trust is subject to reconciliation between the Company and Srei Multiple Asset Investment Trust.

j) Change in control, if any, in the Company that would occur consequent to the Preferential Issue:

The Company believes that the allotment proposed to be made to Srei Multiple Asset Investment Trust will not trigger any change in control as post allotment, Srei Multiple Asset Investment Trust will not hold more than 25% of the Equity Shares of the Company. Further, the Company is a professionally run, board controlled company and will continue to be so after the allotment of Equity Shares to Srei Multiple Asset Investment Trust.



- k) The number of persons to whom allotment on a preferential basis is already made during the year in terms of number of securities as well as price:

During the year, the Company has allotted Equity Shares on a preferential basis to the following persons:

Sr. No.	Number and Names of Allottees	Date of Allotment	Number of Equity Shares	Price per Equity Share (₹)
1	10 CDR Lenders (Allahabad Bank, Axis Bank Limited, Central Bank of India, DBS Bank Limited, HDFC Bank Limited, IDBI Bank Limited, RBL Bank Limited, Yes Bank Limited, L & T Finance Limited and Reliance Capital Limited)	September 29, 2016	257,440,351	10
2	1 CDR Lender (Standard Chartered Bank)	January 2, 2017	108,289,063	10
3	3 CDR Lenders (United Bank of India, Bank of India and The Jammu and Kashmir Bank Limited)	March 31, 2017	2,79,15,282	10
4	1 CDR Lender (Srei Equipment Finance Limited)	April 19, 2017	13,468,574	10
5	5 Non-CDR Lenders (Rentworks India Private Limited, Kotak Mahindra Bank Limited, DCB Bank Limited, OPC Asset Solutions Private Limited and Tata Capital Financial Services Limited)	May 31, 2017	48,855,774	10
6	2 CDR Lenders (Canara Bank – Mumbai and Export-Import Bank of India)	September 27, 2017	47,084,567	10

- l) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment would be done as per the Debt Realignment Scheme agreed with the other DRS Lenders.

- m) The pre and post issue Shareholding pattern of the Company (before and after the proposed preferential issue)

Sr. No.	Name of the category	Pre-issue as on October 13, 2017		Post Issue	
		No. of shares held	%	No. of shares held	%
A	Promoters' Holding:				
1	Indian	Nil	Nil	Nil	Nil
	Trusts - IDBI Trusteeship Services Limited (ICICI Strategic Investments Fund)	Nil	Nil	Nil	Nil
	Individual	Nil	Nil	Nil	Nil
	Bodies Corporate	Nil	Nil	Nil	Nil
	Sub Total	Nil	Nil	Nil	Nil
2	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub Total (A)	Nil	Nil	Nil	Nil
B	Non-Promoters' holding:				
1	Institutional Investors	727,730,595	54.60	727,730,595	45.57
2	Non-Institution:	605,357,072	45.40	869,266,433	54.43
	Private Corporate Bodies	106,673,363	8.00	106,673,363	6.68
	Directors and Relatives	1,920	0.00	1,920	0.00
	Indian Public	396,500,644	29.74	396,500,644	24.83
	Others (Including NRIs)	102,181,145	7.66	366,090,506	22.92
	Sub Total (B)	1,333,087,667	100.00	1,596,997,028	100.00
	Grand Total	1,333,087,667	100.00	1,596,997,028	100.00

- n) The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

In terms of Regulation 73(1)(e) of SEBI Regulations, details of the natural person(s) who ultimately control the Proposed Allottee (i.e. Srei Multiple Asset Investment Trust) are given below:



- (i) The Investment Manager of Srei Multiple Asset Investment Trust is Srei Alternative Investment Managers Limited (formerly Srei Venture Capital Limited), which is a wholly owned subsidiary of Srei Infrastructure Finance Limited, a listed entity.
- (ii) The Settlor of Srei Multiple Asset Investment Trust is also Srei Alternative Investment Managers Limited (formerly Srei Venture Capital Limited), which is a wholly owned subsidiary of Srei Infrastructure Finance Limited, a listed entity.
- (iii) The Trustee of Srei Multiple Asset Investment Trust is Mr. Raghunath Ghose, an individual residing at 1E, Chakraberia Lane, Kolkata 700020 and working for gain as Proprietor of R.N. Ghose & Associates (Advocates & Legal Consultants) and having its office at 10, Old Post Office Street, Room No. 36A, 1st Floor, Kolkata - 700001, bearing PAN No. ADYPG4582G. The control in Srei Multiple Asset Investment Trust is effected through the Trustee.
- (iv) There is no single beneficiary with 15% or more interest in Srei Multiple Asset Investment Trust.
- (v) Srei Multiple Asset Investment Trust has no protector.
- o) The Company hereby undertakes, as per the requirement of Regulation 73(1)(f) of SEBI Regulations, that the price of the Equity Shares shall be re-computed in terms of Regulation 76B of the said regulations where the Company is required to do so.
- p) The Company hereby undertakes that if the amount payable on account of the re-computation of price, if applicable, is not paid within the time stipulated in SEBI Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottee.

q) Certificate from Statutory Auditor:

As per Regulation 73(2) of the SEBI Regulations, a certificate has been issued by the statutory auditor certifying that the minimum issue price for the proposed Preferential Issue is ₹10/- for the Relevant Date of April 27, 2016 based on the pricing formula prescribed under Clause 76 of Chapter VII of SEBI Regulations and the proposed Preferential Issue is being made in accordance with the requirements of the SEBI Regulations. The said certificate is open 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 (except Saturdays, Sundays and National Holidays), from the date hereof up to Monday, December 11, 2017 and a copy of the certificate will be placed at the next General Meeting.

r) Lock-in Period:

The Equity Shares allotted pursuant to the DRS package to Srei Multiple Asset Investment Trust shall be locked-in as per the provisions of the SEBI Regulations.

The Company will ensure compliance with all applicable laws and regulations including the SEBI Regulations at the time of allotment of Equity Shares of the Company.

The Equity Shares so allotted or arising out of issuance and allotment of Equity Shares would be listed on BSE Limited and National Stock Exchange of India Limited. The issue and allotment would be subject to the availability of regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations").

As per provisions of Section 62 of the Companies Act, allotment of shares to persons other than existing shareholders requires consent of the Shareholders by way of a Special Resolution. Since the Special Resolution for the issuance of Equity Shares proposed in the Notice may result in the issue of shares of the Company to persons other than Members of the Company, the consent of the Members is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, read with rules thereunder and in terms of the provisions of the SEBI (LODR) Regulations and SEBI Regulations. Your Directors recommend passing of the above Resolution set out in Item No. 1 as a Special Resolution. None of the Directors, Key Managerial Personnel (KMP) and their relatives are in any way concerned or interested in the said Resolution, except to the extent of his/her holding of the shares or stock options in the Company.

By Order of the Board

Sd/-

Rajeev Limaye

Company Secretary

Navi Mumbai

October 14, 2017

