3i Infotech®
LIMITLESS EXCELLENCE

May 23, 2018

The Manager,
NSE Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400 051

Dear Sir,

NSE Symbol: 3IINFOTECH

Sub: Notice of 10th Extraordinary General Meeting – June 20, 2018

With reference to our letter dated May 21, 2018, we enclose herewith the Notice convening the Extraordinary General Meeting (EGM) of the Company to be held on Wednesday, June 20, 2018 at 10:30 a.m. at Vishnudas Bhave Natayagruha, Sector 16 A, Opp. Vashi Bus Depot, Vashi, Navi Mumbai – 400 703.

The Notice of EGM will be available on the website of the Company i.e. www.3i-infotech.com

The disclosure is being made in compliance with Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

This is for the information of Exchange and Members.

Thanking you.

Yours faithfully,
For **3i Infotech Limited**

Rajeev Limaye
Company Secretary

3i INFOTECH LIMITED

3i Infotech Limited
CIN: L67120MH1993PLC074411
T: +91 22 7123 8000 F: +91 22 7123 8310 W: www.3i-infotech.com
A: Tower # 5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai-400 703, India

3i INFOTECH LIMITED

Corporate Identification Number (CIN): L67120MH1993PLC074411
Registered Office: Tower # 5, 3rd to 6th Floors, International Infotech Park, Vashi,
Navi Mumbai - 400 703
E-mail: investors@3i-infotech.com **Website:** www.3i-infotech.com
Tel: 022-7123 8000 **Fax:** 022-7123 8098

NOTICE

Notice is hereby given that pursuant to receipt of a requisition under Section 100 of the Companies Act, 2013 (the "**Act**") from SREI Multiple Asset Investment Trust, which holds 26,39,09,361 equity shares of the Company (constituting 16.34% of the paid up share capital of the Company carrying voting right as of the date of this notice), the Tenth Extra Ordinary General Meeting ("**EGM**") of the Members of 3i Infotech Limited (the "**Company**") will be held on Wednesday, June 20, 2018 at 10:30 a.m. at Vishnudas Bhave Natyagruha, Sector 16 A, Opp. Vashi Bus Depot, Vashi, Navi Mumbai - 400 703 to transact the following business:

SPECIAL BUSINESS

Item no. 1:

Appointment of Mr. Roopendra Narayan Roy (DIN: 00152621) as an Independent Director for a period of 5 (five) years effective June 20, 2018

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

"**RESOLVED THAT** pursuant to provisions of Sections 149 and 152 read with Schedule IV, and other applicable provisions (if any), of the Companies Act, 2013 (the "**Act**") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Roopendra Narayan Roy (DIN:00152621), being qualified and eligible for appointment as an Independent Director of the Company (and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director), and having signified his consent to act as an Independent Director of the Company and submitted a declaration that he meets the criteria for appointment as an Independent Director under the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years effective June 20, 2018.

RESOLVED FURTHER THAT pursuant to provisions of the Act, Mr. Roopendra Narayan Roy shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Padmanabhan Iyer, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper or desirable and to sign and execute all necessary documents, applications, letter(s) and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary forms and returns with the appropriate authorities."

By order of the Board

Sd/-
Padmanabhan Iyer
Managing Director & Global CEO

Navi Mumbai
May 20, 2018

Registered Office :
Tower # 5, 3rd to 6th Floors,
International Infotech Park,
Vashi, Navi Mumbai - 400703.

NOTES:

1. The Board of Directors of the Company ("**Board**"), by way of resolution passed by circulation on May 20, 2018, has approved the convening of the EGM and the issuance of the Notice of the said meeting. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "**Act**"), in respect of the business as set out in the Notice is annexed hereto.

2. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. Such proxy need not be a member of the Company.** The instrument appointing a proxy/ies must be deposited with the Company at its Registered Office not less than FORTY-EIGHT HOURS before the time for holding the meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/ authorisations as applicable. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company, then such proxy shall not act as a proxy for any other person or shareholder.

3. Members/proxies should bring the attendance slip sent herewith, duly filled in, for attending the Meeting.

4. 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.

5. The 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)/Client ID and DP ID in all correspondence and consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names. 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 Agent. Information captured by the Depository Participants will automatically be updated in the Company's record.

6. To support its green initiative, the Company delivers the Documents in electronic form to Shareholders whose e-mail addresses are available with the Company. The Documents shall mean all notices/documents including those covered under Section 136 or any other relevant sections read with Section 20 of the Act. For shareholders whose e-mail addresses are not available, physical copies are being sent.

   The shareholders holding shares in electronic form who have not registered their e-mail address are requested to register the same with their concerned Depository Participant for this purpose and for receiving all such communications from the Company. Shareholders holding shares in physical form may write to the Registrar and Share Transfer Agent.

7. Pursuant to the requirements of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") and Secretarial Standard on General Meetings (SS-2), information about the proposed appointee has been given in the explanatory statement to this Notice.

8. In compliance with the provisions of Section 108 of the Act and the rules framed thereunder and Regulation 44 of the SEBI LODR, as amended from time to time, the Members are provided with the facility to cast their vote electronically through the remote e-voting services provided by NSDL on the resolution set forth in this Notice. The facility of casting votes by a Member using an electronic voting system from a place other than the venue of the EGM (remote e-voting) will be provided by NSDL and the item of business as detailed in the Notice may be transacted through remote e-voting. Instructions for using this facility are mentioned under point 11 below. The facility for voting, either through electronic voting system or by ballot or polling paper, shall also be made available at the EGM.

9. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

10. The members can opt for only one mode of voting i.e. either by ballot form or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through ballot form shall be treated as invalid. The Resolution passed by the Members through ballot forms or remote e-voting is deemed to have been passed as if it has been passed at the EGM.

11. The Instructions for remote e-voting are given herein below:
Remote e-voting Facility:

    a) The remote e-voting facility will be available at the link https://www.evoting.nsdl.com during the following period:

        Commencement of e-voting: 9:00 a.m. (IST) on Sunday, June 17, 2018
        End of e-voting: 5:00 p.m. (IST) on Tuesday, June 19, 2018. The remote e-voting module shall be disabled thereafter.

    b) E-voting shall not be allowed beyond 5:00 p.m. (IST) on Tuesday, June 19, 2018. During the e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form as on the record date may cast their vote electronically. The cut off date for the purpose of e-voting is Friday, June 15, 2018.

    c) Members who have registered their email IDs with the Company/their respective Depository participants are being forwarded the login ID and password for e-voting by e-mail. The instructions for remote e-voting have been given as under:

        i. Open e-mail received from NSDL and open PDF file viz. “3iinfotech e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
        ii. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com
        iii. Click on Shareholder - Login
        iv. Put user ID and password mentioned in step (i) above. Click Login
        v. 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 take utmost care to keep your password confidential.

vi. Home page of remote e-voting opens. Click on e-voting: Active Voting Cycles

vii. Select "EVEN" (remote E voting Event Number) of 3i Infotech Limited.

viii. Now you are ready for e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x. Upon confirmation, the message "Vote cast successfully" will be displayed.

xi. 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.

xii. Institutional Members (i.e. other than individuals, HUFs, NRIs, 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 (*defined below*) through e-mail to scrutinizer3iinfotechegm@gmail.com with a copy marked to evoting@nsdl.co.in.

xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com or call Ms. Pallavi Mhatre on +91 - 22 - 2499 4545.

d) For the benefit of the Members whose e-mail IDs are not yet registered with the Company or their respective Depository Participants or who have requested for a physical copy, the login ID and password for e-voting are being sent along with physical copy of the Notice.

i. Initial password is provided at the bottom of the Attendance Slip for the EGM in the manner indicated below:

EVEN (remote E-Voting Event Number)	**USER ID**	**PASSWORD**

ii. Please follow all steps from Sr. No. ii to xii above to caste the vote.

e) If you are already registered with NSDL for remote e-voting, you can use your existing user ID and password/ PIN for casting your vote.

f) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

g) Login to the remote e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'forgot password' option available on the site to reset the password.

12. The Company has appointed Mr. Prakash Pandya, Partner, M/s. BNP & Associates, Practicing Company Secretaries or failing him, Mr. B. Narsimhan, Partner, M/s. BNP & Associates, Practicing Company Secretaries, or failing him, Mr. Avinash Bagul, Partner, M/s. BNP & Associates, Practicing

Company Secretaries, as scrutinizer (the "**Scrutinizer**") to scrutinize the voting and remote e-voting in a fair and transparent manner.

13. The Notice of EGM circulated to the Members of the Company will be made available on the website of the Company i.e. www.3i-infotech.com.

14. The Results of the EGM declared along with the Scrutinizer's report shall be placed on the website of the Company and on the website of NSDL. The Results shall also be simultaneously submitted to those Stock Exchanges on which the equity shares of the Company are listed.

15. The Company is a SEBI Registered, Category I Share Transfer Agent and handles all Registrar and Transfer Agents' work in-house. The Company has adequate infrastructure to service its Members.

16. Members may avail of the nomination facility as provided under Section 72 of the Act (including any statutory modification (s) or re-enactment thereof for the time being in force). Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the Company at its registered office address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

17. All the documents referred to in the Notice 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 (i.e. except Saturday, Sunday and National Holidays) from the date hereof, up to the conclusion of the EGM.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 1:

The Company had received a letter dated April 12, 2018 from SREI Multiple Asset Investment Trust ("**SMAIT**") wherein SMAIT had requested to accept nomination of Mr. Roopendra Narayan Roy as their Nominee Director on the Board of Directors (the "**Board**") of the Company. The Company had placed the aforesaid letter for consideration of its Nomination and Remuneration Committee ("**NRC**") and its Board at their Meetings held on April 23, 2018.

The NRC and Board of the Company deliberated on the matter for appointment of Mr. Roopendra Narayan Roy as Nominee Director on the Board of the Company. The NRC and the Board were informed that the lenders of the Company, at the meeting of the Monitoring Committee (MC) cum Joint Lenders Forum (JLF) held on June 22, 2017, had taken a view that as per the Master Restructuring Agreement (MRA) dated March 30, 2012 entered into between the lenders, the Company and the Monitoring Institution, there were already 2 Nominee Directors on the Board of the Company and considering the present size of business of the Company, the existing Board composition was adequate. The Board and the NRC were in concurrence with the view of the MC cum JLF and decided not to proceed with appointment of Mr. Roopendra Narayan Roy as a Nominee of SMAIT on the Board of the Company. The view of the Board in this matter remains unchanged as on the date of this Notice.

After informing SMAIT about the decision of the NRC and the Board, the Company again received a letter dated April 27, 2018 read with letter dated May 7, 2018 from SMAIT requisitioning the Board to call an Extra-ordinary General Meeting (EGM) of the Company under Section 100 of the Companies Act,

2013 (the "**Act**") to consider and obtain approval of the Members of the Company for appointment of Mr. Roopendra Narayan Roy as an Independent Director of the Company.

The Members are requested to note that SMAIT is one of the major shareholders of the Company, holding 26,39,09,361 equity shares which constitute 16.34% of the Company's total paid up share capital carrying voting rights as on date of this Notice. Pursuant to the provisions of Section 100 of the Act read with the rules thereunder, SMAIT, in exercise of its rights as a shareholder, has requisitioned the Board of the Company to call an EGM, to consider and, if thought fit, to pass an ordinary resolution for appointment of Mr. Roopendra Narayan Roy as an Independent Director on the Board of the Company.

The Board of the Company by a resolution passed by circulation on May 20, 2018 approved the Notice convening an EGM of the Company as per the requisition received from SMAIT under Section 100 of the Act, read with the rules thereunder.

A notice in writing under Section 160 of the Act has been received from SMAIT proposing candidature of Mr. Roopendra Narayan Roy as an Independent Director.

Mr. Roopendra Narayan Roy has provided a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as a Director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**").

In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under SEBI LODR for appointment as an Independent Director.

<u>A brief profile of Mr. Roopendra Narayan Roy is given below:</u>
Mr. Roopendra Narayan Roy is a qualified Chartered Accountant from Institute of Chartered Accountants of India, Company Secretary from the Institute of Company Secretaries of India and Institute of Chartered Secretaries and Administrators, UK and has completed Advanced Management Program from Harvard Business School.

Mr. Roy has substantial relevant experience in the IT sector and related business fields. Mr. Roy started Price Waterhouse Coopers` (PwC) IT consulting practice in India from scratch and led expansion of PwC`s IT consulting business and pioneered establishment of offshore delivery centers. He is currently a Director on a Tata Group company and has held many prestigious positions including being a Board Member of NASSCOM, IIM Kolkata, IIT Kharagpur, Indian Chamber of Commerce and CMC Limited, Global Leadership positions at Deloitte Consulting, etc.

The details required to be given under Regulation 36 of SEBI LODR and Secretarial Standard on General Meetings (SS-2) in respect of the person proposed to be appointed as Director are given below-

Age	66 years
Qualification	1. Chartered Accountants from Institute of Chartered Accountants of India. 2. Company Secretary from the Institute of Company Secretaries of India and Institute of Company Secretaries and Administrators, UK. 3. Advanced Management Program from Harvard Business School.
Brief resume of the director	Brief resume of the director is mentioned above.
Nature of his expertise in specific functional areas	Substantial relevant expertise in the IT Sector and related business fields globally across both developed & developing economies.
Disclosure of relationships between directors inter-se	None.
Names of entities in which the person also holds the directorship and the membership of committees of the board	1. Amalgamated Plantations Private Limited-Director a. Member: Audit Committee and Stakeholders Relationship Committee 2. The Tata Pigments Limited- Director a. Member: Audit Committee (Chairman) 3. Vara Technology Private Limited- Director 4. Bhubaneshwar Power Private Limited- Additional Director a. Member: Audit Committee and Nomination and Remuneration Committee 5. Rupantar Investments Private Limited- Director 6. Vara United Private Limited- Director 7. Sumantrana Management Consultants LLP- Designated Partner 8. TCG Digital LLC, USA
Shareholding of non-executive director	Nil

Your Directors hereby place the proposal for appointment of Mr. Roopendra Narayan Roy as an Independent Director for a period of 5 (five) years effective June 20, 2018 as set out in Item No.1 of the Notice, by way of an Ordinary Resolution. Please note that apart from the reimbursement of expenditure incurred for attending meetings of the Board and siting fees payable in accordance with the Company's policies, no other remuneration will be paid by the Company to Mr. Roopendra Narayan Roy (if appointed as an Independent Director of the Company).

Except Mr. Roopendra Narayan Roy and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution.

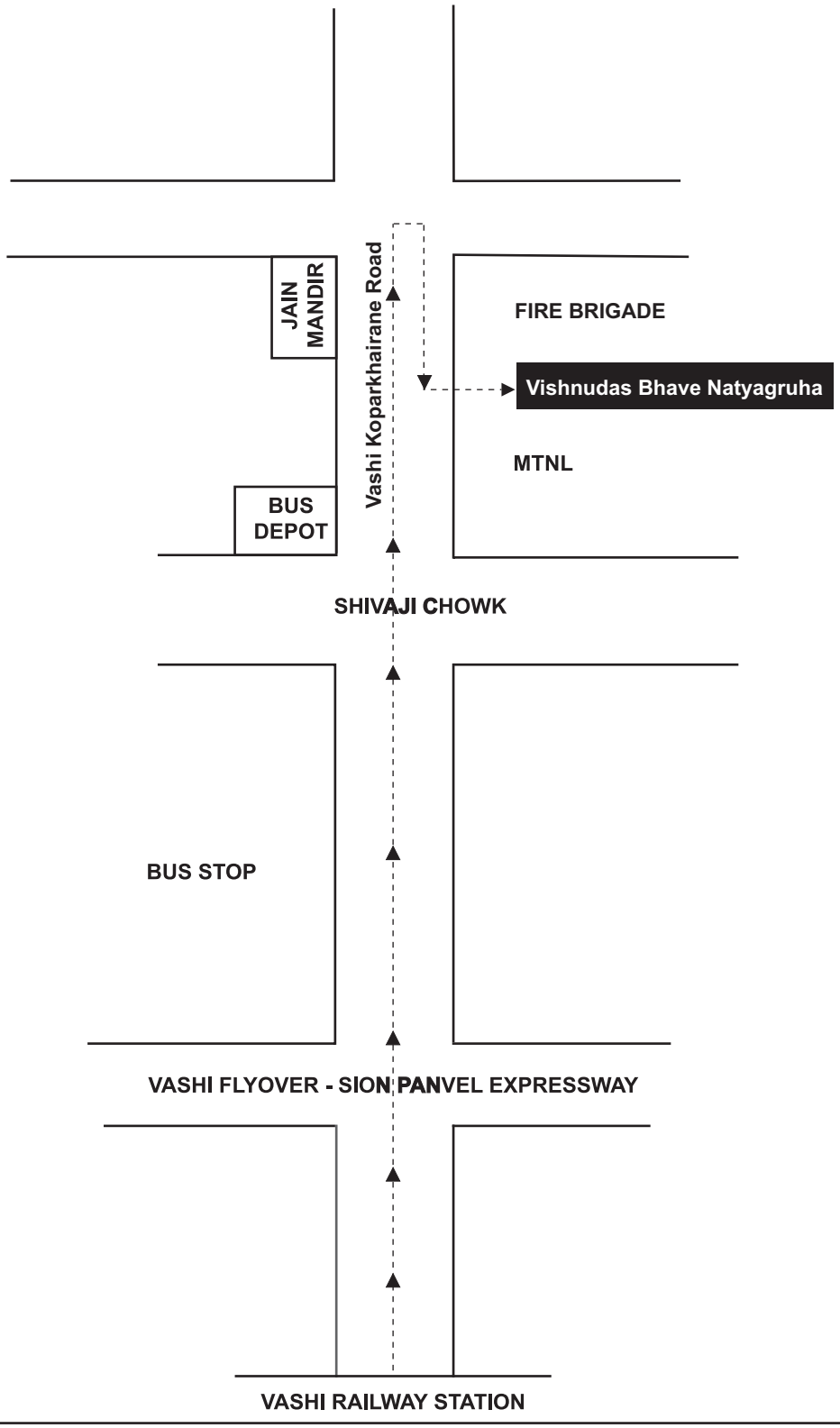
By order of the Board

Sd/-
Padmanabhan Iyer
Managing Director & Global CEO

Navi Mumbai
May 20, 2018

Registered Office :
Tower # 5, 3rd to 6th Floors,
International Infotech Park,
Vashi, Navi Mumbai- 400703.

ROAD MAP FOR EGM HALL



3i Infotech®
LIMITLESS EXCELLENCE

3i INFOTECH LIMITED

Corporate Identification Number (CIN) : L67120MH1993PLC074411
Registered Office: Tower # 5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai - 400 703, India.
E-mail: investors@3i-infotech.com **Website:** www.3i-infotech.com
Tel.: 022-7123 8000 **Fax:** 022-7123 8098

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013, Rule 19(3) of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

Name of the Member(s): _____

Registered Address: _____

E-mail ID: _____

Folio No. / Client ID : _____

DP ID : _____

I/We, being the Member(s) holding _____ shares of the above named Company, hereby appoint :

1) Name: _____ E-mail Id: _____
Address: _____
_____ Signature : _____
or failing him/her;

2) Name: _____ E-mail Id: _____
Address: _____
_____ Signature : _____
or failing him/her;

3) Name: _____ E-mail Id: _____
Address: _____
_____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Extraordinary General Meeting of the Company to be held on Wednesday, June 20, 2018 at 10:30 a.m. at Vishnudas Bhave Natyagruha, Sector 16 A, Opp. Vashi Bus Depot, Vashi, Navi Mumbai - 400 703 and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution No.	Resolution	Type of Resolution	For	Against
Special Business				
1	Appointment of Mr. Roopendra Narayan Roy (DIN : 00152621) as an Independent Director for a period of 5 (five) years effective June 20, 2018	Ordinary		

Signed this _____ day of _____ 2018

Affix Revenue stamp

_____
Signature of Shareholder

_____
Signature of Proxyholder(s)

Note:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For text of the Resolution, Explanatory Statement and Notes, please refer the Notice of the 10th Extraordinary General Meeting.
3. Please complete all details including details of Member(s) before submission.