



Covering Letter

Date: April 30, 2025

BSE Limited
Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001
Security Code: 532628

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, Block G
Bandra Kurla Complex,
Mumbai – 400 051
Scrip code: 3IINFOLTD

Dear Sir/ Madam,

Sub: Postal Ballot Notice

We enclose herewith a copy of the Postal Ballot Notice along with explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Postal Ballot Notice”) which is being sent to the Members of the Company towards seeking their approval on the resolution as set out therein.

In accordance with the circulars of the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only via email to all the Members who have registered their email addresses with the Company or depositories/ depository participants and whose names appear in the register of members/list of beneficial owners as received from the depositories as on Friday, April 25, 2025 (“cut- off date”).

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to all its members. Voting on the postal ballot will take place only through remote e-voting system of NSDL.

Remote e-voting will commence from Friday, May 02, 2025 9:00 A.M. (IST) and shall end on Saturday, May 31, 2025, 5:00 P.M. (IST) (both days inclusive). The result of the postal ballot will be announced on or before Tuesday, June 03, 2025.

A copy of the Postal Ballot Notice is also available on the website of the Company i.e. www.3i-infotech.com and on the website of NSDL i.e. www.evoting.nsdl.com

This is for your information and records.

You are requested to take the same on record.

Yours faithfully,
3i Infotech Limited

Varika Rastogi
Company Secretary

Encl: as above

3i Infotech Ltd. (CIN: U74899DL1990PLC039478)

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

Email : marketing@3i-infotech.com | www.3i-infotech.com



3i Infotech Limited

Corporate Identification Number (CIN): L67120MH1993PLC074411

Registered Office: Tower # 5, International Infotech Park, Vashi, Navi Mumbai – 400 703, Maharashtra,

Tel No: +91 22 7123 8000 **E-mail:** investors@3i-infotech.com

Website: www.3i-infotech.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

NOTICE is hereby given to the Members of 3i Infotech Limited (“Company”) that the resolutions as set out in this Notice are proposed to be passed by the Members of the Company by means of Postal Ballot, by voting through remote electronic voting process (‘remote e-voting’) only, pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (‘Rules’), General Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other various relevant General Circulars, including latest General Circular No.09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

The explanatory statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolutions mentioned in this Notice, is annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Prakash Shenoy (Membership No. F12625), Partner, or failing him Ms. Sapna Chaurasia (Membership No. F12597), Partner of M/s. SAP & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of the National Securities Depository Limited (‘NSDL’), an agency authorised by the MCA, to provide remote e-voting facility to the Members of the Company instead of dispatching postal ballot forms. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

Members are requested to read the instructions in the Notes in this Notice and record their assent or dissent on the proposed resolutions to cast their votes electronically. Votes can be cast during the following period, not later than 5.00 P.M. IST on Saturday, May 31, 2025. The remote e-voting facility will be disabled by NSDL thereafter.

Commencement of remote e-voting	Friday, May 2, 2025 at 9.00 A.M. (IST)
Conclusion of remote e-voting	Saturday, May 31, 2025 at 5.00 P.M. (IST)



The Scrutinizer will submit his report, after completion of the scrutiny, to the Chairman of the Company or any other authorised officer(s) of the Company. The results of the Postal Ballot will be announced on or before Tuesday, June 3, 2025 and will be displayed on the website of the Company at www.3i-infotech.com, on the website of NSDL at <https://evoting.nsdl.com> and will also be displayed at the Registered Office of the Company. The results will simultaneously be communicated to the National Stock Exchange of India Limited and BSE Limited where the securities of the Company are listed.

The proposed resolution, if approved by the requisite majority of the Members, will be considered as having duly passed on the last date specified for remote e-voting i.e. Saturday, May 31, 2025.

SPECIAL BUSINESS

ITEM NO. 1

Redesignation of Dr. Aruna Sharma as an Independent Director of the Company

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

“RESOLVED THAT in accordance with Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and pursuant to the recommendation of the Nomination and Remuneration Committee and of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the redesignation of Dr. Aruna Sharma (DIN: 06515361) who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and SEBI Listing Regulations and who is eligible for appointment (re-designation) and for whom the Company has received notice under Section 160(1) of the Act, from the position of Non-executive Director of the Company, liable to retire by rotation, to the position of Independent Non-executive Director on the Board of Directors of the Company as an Independent Director of the Company, not liable to retire by rotation, for the first term of 2 (two) years effective from March 21, 2025 to March 20, 2027 (both dates inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, as may be necessary, proper and expedient to give effect to this resolution.”

ITEM NO. 2

Appointment of Mr. Ambarish Dasgupta as a Non-Executive Director of the Company, liable to retire by rotation

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the rules made thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ambarish Dasgupta (DIN: 00160744), who was appointed as an Additional Director (designated as Non-Executive Director) effective from March 21, 2025 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things, as may be necessary, proper and expedient to give effect to this resolution.”

Registered Office:

Tower # 5, International Infotech Park,
Vashi, Navi Mumbai – 400703

Place: Navi Mumbai

Date: March 20, 2025

**By Order of the Board
For 3i Infotech Limited**

Sd/-

Varika Rastogi

Company Secretary

Membership No. F7864

NOTES

1. Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules, setting out all the material facts pertaining to the resolution set out in the Notice is annexed hereto and forms part of this Notice.
2. In accordance with the provisions of the Act read with the Rules, MCA Circulars and SEBI Circulars, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company/ Register of Beneficial Owners maintained by the Depositories as on Friday, April 25 2025 (“Cut-Off Date”) and whose e-mail addresses are registered with the Company/ Depositories.
3. This Notice will also be available on the Company’s website at www.3i-infotech.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at <https://evoting.nsdl.com>.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will be considered for the purpose of voting and any person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.
5. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the Cut-off Date. Members can vote for their entire voting rights as per their discretion.
7. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to provide legible certified true copy (in PDF Format) of the board resolution / power of attorney / authority letter, etc., to the Scrutinizer by email saplegal@sapandassociat.in. It is also requested to upload the same in the e-voting portal at their login.
8. Relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection through electronic mode on the website of the Company.



9. Process and manner for remote e-voting





- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), relevant MCA Circulars and relevant SEBI Circulars, the Members are provided with the facility to cast their vote by electronic means through the e-voting platform provided by NSDL.
- ii. Remote e-voting period begins on Friday, May 02, 2025 at 9:00 A.M. (IST) and ends on Saturday, May 31, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. Friday, April 25, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday April 25, 2025.
- iii. Voting rights through e-voting cannot be exercised by a proxy.

The Instructions for Members for Remote E-Voting

Step 1: Access to NSDL e-Voting System

A) Login method for e-voting for Individual Members holding securities in demat mode

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholder holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach eVoting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the eVoting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL.	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at www.evoting.nsd.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the eVoting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to prakash@sapandassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com, to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to at evoting@nsdl.com.

Process for those shareholders whose e-mail IDs are not registered with the depositories for procuring user ID and password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to investors@3i-infotech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@3i-infotech.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above-mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.



EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

In terms of the provisions of Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the following statement sets out the material facts relating to special businesses as set out in this Notice.

Item No. 1	Redesignation of Dr. Aruna Sharma as an Independent Director of the Company
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Dr. Aruna Sharma (DIN: 06515361) was initially appointed on February 1, 2022, as a non-executive director liable to retire by rotation. At 31st AGM held on September 30, 2024, the Members of the Company approved re-appointment of Dr. Aruna Sharma as a non-executive director liable to retire by rotation.

The Nomination and Remuneration Committee of the Board of the Company (“NRC”) at its meeting held on March 20, 2025, has unanimously recommended to the Board redesignation Dr. Aruna Sharma, from the position of Non-executive Director of the Company, to the position of Independent Non-executive Director (“ID”), for first term of 2 (two) years commencing from March 21, 2025 to March 20, 2027 (both dates inclusive).

The NRC, while recommending the redesignation of Dr. Aruna Sharma, considered various factors, viz., her knowledge & experience; her specific skills helping the Board and the Company in attaining its objectives; her participation in the Board/ Committee deliberations; specialized skills and expertise and her independent judgment in the opinion of the entire Board.

Based on the recommendation made by the NRC as above, the Board of Directors of the Company at its meeting held on March 20, 2025, has approved redesignation of Dr. Aruna Sharma, for first term of 2 (two) years commencing from March 21, 2025 to March 20, 2027 (both dates inclusive), subject to the approval of the Members of the Company.

Dr. Aruna Sharma meets the criteria of independence as outlined in Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, as per the declaration provided by her. She has confirmed that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. She is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (Registration Number: IDDB-DI-201912-002547). Further, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

During her tenure as non-executive director of the Company, Dr. Aruna Sharma has significantly contributed to the strategic decisions of the Board of Directors of the Company. Dr. Aruna Sharma possesses leadership capabilities, expertise in the areas of Information Technology, governance, strategy and compliance, and administrative knowledge and experience. Considering her requisite skills and capabilities, proposed redesignation will be of immense benefit to the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Dr. Aruna Sharma for appointment (re-designation) as an Independent Director of the Company. Dr. Aruna Sharma has given her consent to be appointed (redesignated) as such and also the confirmation that she is not disqualified to act as Director in terms of Section 164 of the Act.



In the opinion of the Board, Dr. Aruna Sharma fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her appointment as Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that her association would be of immense benefit to the Company.

Brief Profile and other details of Dr. Aruna Sharma form part of the Annexure to the Notice.

The copy of terms and conditions of re-designation of Dr. Aruna Sharma as an Independent Director would be made available for inspection by the Members, at the Registered Office of the Company, between 10.00 a.m. and 12:00 noon and on the Company's website at www.3i-infotech.com till the last date of e-voting by the Members.

Dr. Aruna Sharma is said to be concerned or interested in the proposed resolution as it relates to her own appointment (re-designation). None of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Special Resolution, set out at Item No. 1 of this Notice.

None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other. Dr. Aruna Sharma along with her relatives do not hold any shares or for any other person on a beneficial basis in the Company.

The Board recommends the Special Resolution as set forth in Item No. 1 in the Postal Ballot Notice for the approval of the Members.

Item No. 2	Appointment of Mr. Ambarish Dasgupta as a Non-Executive Director of the Company, liable to retire by rotation
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The Nomination and Remuneration Committee of the Board of the Company ("NRC") at its meeting held on March 20, 2025, has unanimously recommended to the Board appointment of Mr. Ambarish Dasgupta (DIN: 00160744), as an Additional Non-executive Director of the Company with effect from March 21, 2025, liable to retire by rotation.

The NRC, while recommending appointment of Mr. Ambarish Dasgupta, considered various factors, viz., his expertise in management consulting and governance, leadership capabilities and experience required for this role.

Based on the recommendation made by the NRC as above, the Board of Directors of the Company at its meeting held on March 20, 2025, has approved appointment of Mr. Ambarish Dasgupta as an Additional Non-executive Director of the Company with effect from March 21, 2025, liable to retire by rotation, subject to the approval of the Members of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Ambarish Dasgupta for appointment as a Non-executive Director of the Company. Mr. Ambarish Dasgupta has given his consent to be appointed as such and the confirmation that he is not disqualified to act as Director in terms of Section 164 of the Act. He has also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association as a non-executive director would be of immense benefit to the Company.



Kindly note that Mr. Ambarish Dasgupta is the founder and Designated Partner of M/s. Intueri Consulting LLP. Prior to considering his appointment as a non-executive director, the Company has executed two agreements with M/s. Intueri Consulting LLP on November 27, 2024 and February 21, 2025, for availing professional consulting services at professional fees of Rs. 40 lakhs and Rs. 15 lakhs, respectively.

Brief Profile and other details of Mr. Ambarish Dasgupta form part of the Annexure to the Notice.

Mr. Ambarish Dasgupta is said to be concerned or interested in the proposed resolution as it relates to his appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Ordinary Resolution, set out at Item No. 2 of this Notice.

None of the Directors and Key Managerial Personnel of the Company are inter-se related to each other. Mr. Ambarish Dasgupta along with his relatives do not hold any shares or for any other person on a beneficial basis in the Company.

The Board accordingly recommends the Ordinary Resolution set out in Item No. 2 of the accompanying Notice for the approval of the Members.

By the Order of the Board
For 3i Infotech Limited

Sd/-
Varika Rastogi
Company Secretary
Membership No. F7864

Place: Navi Mumbai
Date: March 20, 2025

Registered Office:
Tower # 5, International Infotech Park,
Vashi, Navi Mumbai - 400 703



Annexure to the Postal Ballot Notice

Details of Directors seeking appointment [pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Dr. Aruna Sharma (DIN: 06515361)	Mr. Ambarish Dasgupta (DIN: 00160744)
Date of Birth/ Age	August 19, 1958/ 67 Years	62 Years
Qualification	As mentioned in Annexure - I	As mentioned in Annexure - I
Brief Resume (including experience and expertise in specific functional areas)	As mentioned in Annexure - I	As mentioned in Annexure - I
Terms and conditions of appointment	Re-designation as Non-Executive Independent Director for two years from March 21, 2025 to March 20, 2027, not liable to retire by rotation	Appointment as Non-Executive Director w.e.f. March 21, 2025, liable to retire by rotation
Details of remuneration last drawn	Sitting fees for attending the Board and Committee Meetings as applicable	Not Applicable
Remuneration proposed to be paid	Sitting fees for attending the Board and Committee Meetings as applicable	Sitting fees for attending the Board and Committee Meetings as applicable
Date of First appointment on the Board	February 1, 2022	Not Applicable
Shareholding in the Company as on the date of this Notice (including as a beneficial owner)	None	None
Relationship with other directors / Key Managerial Personnel	None	None
Number of Board Meetings attended during financial year 2024-25	9 out of 9 meetings held	Not Applicable
Directorships held in other companies (excluding foreign companies)	1. Welspun Enterprises Limited (Listed Entity) 2. Goldsikka Limited 3. Arjas Steel Private Limited 4. Welspun Aunta-Simaria Project Private Limited 5. Logically Infomedia Private Limited	1. DCG Data-Core Systems (India) Private Limited
List of Membership/ Chairpersonship held in committees of other companies (excluding Private, Foreign and Section 8 Companies)	A. Audit Committee Welspun Enterprises Limited (Member) B. Stakeholders' Relationship Committee Welspun Enterprises Limited (Chairperson)	None



	<p>C. Corporate Social Responsibility Committee Welspun Enterprises Limited (Chairperson)</p> <p>D. Environmental, Social & Governance Committee Welspun Enterprises Limited (Chairperson)</p>	
Listed entities from which the Director has resigned in the past three years	None	None
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Please refer explanatory statement for resolution at Item no. 1	Not Applicable

Annexure - I

Brief profile of Dr. Aruna Sharma

Dr. Aruna Sharma an Indian Administrative Officer of 1982 batch Madhya Pradesh Cadre retired after her work as Secretary of Steel and Information Technology in government of India. She has always focused to have a comprehensive approach and establish a system in all her postings for ensuring sustainable quality outcomes. She has books reaching the Last Beneficiary: Resource Convergence Mantra Model (2008) and Impact of Recourse Convergence in Policy Making, Mainstreaming of Resource Convergence in Policy Making Program Design and Execution (2014) released by UNDP. FAO has also published her work on food security. Her latest work is the book U@Game Changer for Inclusive Growth for public representatives. Her article on “The Samagra anti-poverty program in Madhya Pradesh: Integrating household data, overcoming silo-problems and leaving nobody behind “is published in electronic version and in print will come in April 2021 in Development Policy Review. Her new book Dancing Towards the \$5 Trillion Economy on Holistic Beat.

As Secretary Steel drafted and successfully executed Steel Policy and preferential procurement policy. The GFR amendment set the trend to enhance domestic demand and was key to the revival of the sector. Logistic improvements were planned and envisaged by getting a ‘right of way policy’ from Railways for slurry pipelines and maximum usage of Sagarmala routes.

At State and Center, she has visualized, worked, and implemented successful software like SAMAGRA (a household wise common database) used by all the individual and family benefit schemes, now implemented in 8 states, Panch Parmeshwar has made the entire working of Panchayat, Block and district for all works executed cashlessly. This graduated to Priya Soft. The software is real-time data of all the receipts expenditures by the Panchayat irrespective of the source of funding. Besides, all receipts and payments are cashless. It generates all the statutory 8 reports required by CAG in auto mode. The Panchayat only must enter the project estimates, cash book, and upload bills and photographs of the status of work. It is online on the web and any Panchayat can be viewed and monitored. The financial inclusion model involving all kinds of financial institutions to ensure access in 5km radius was developed along with the popularization RuPay card. Besides, envisaged and by coordination developed have a common National Scholarship portal and GeM portal for procurement to list a few. She was Secretary of Information Technology and later Secretary Steel in the government of India. She was instrumental to bring in a comprehensive approach and has visualized and drafted the National Steel Policy 2017 and a clear policy on preference for local manufacturing that has



enabled the complete revival of the sector. The amendment to GFR rules by adding the life cycle cost has been the game-changer.

She was also Director General Doordarshan where she gave world-class coverage to Commonwealth Games 2010 and that sent benchmark. Doordarshan channels went up in TRP and revenue generation in her tenure. Her focus of work is also in the area of Water Security and enhancing local jobs. Access to preventive health care has been the focus when she worked as Secretary of Health and Family Welfare. The focus has been on holistic care in terms of drinking water, sanitation, preventive hygiene and vaccination, and access to inpatient. She has been a member of the National Knowledge Commission on health care and education. Her doctoral work is on psycho-barriers in access to public health care. She has worked extensively with policymakers for the revival of mining in Goa and the new draft of the proposed mining policy.

She was in the five-member High-Level RBI committee on Deepening of Digital Payments constituted by the Reserve Bank of India- a report that had immediate execution. She is a Fellow with the University of Bath in the UK and working on accelerating the success and sustainability of SDGs by resorting to the common household database. She is an alumna of Harvard Kennedy School. Her forte is development, core sectors, and environmental issues. She regularly writes for Financial Express, Economic Times, and CNBC 18.

Brief Profile of Mr. Ambarish Dasgupta

Mr. Ambarish Dasgupta, a management consultant with more than 30 years of experience, is the senior partner and founder of Intueri Consulting LLP. He holds Bachelor's and Master's in Electrical Engineering from Jadavpur University.

He was the Partner and National Leader of Consulting of KPMG India. He was a member of the Global Management Consulting leadership team of KPMG. He was also a member of the India Leadership Team and Advisory Leadership Team, KPMG India. Before that, he was a Partner and National Leader of the Consulting Practice of PwC India. He was also a member of the India Leadership Team and Advisory Leadership Team, PwC India. He was also a part of the Global Management Consulting leadership team of PwC.

Mr. Ambarish Dasgupta has an extensive professional background and numerous affiliations. He has served as a member of the State Public Policy and Strategy Planning Board for the Government of West Bengal and as the Principal Advisor of the West Bengal IT department. He is an Executive Committee member of United Ways (UWOK), Kolkata Chapter, and is associated with the Advisory Committee of several institutes and universities. He was the President of the Bengal Chamber of Commerce for 2015-16 and has been a National Executive Board Member of AMCHAM (American Chamber of Commerce) India, as well as the Chairman of AMCHAM – Kolkata Chapter. Additionally, he was the past Chairman of the Eastern Regional Council of NASSCOM and past President of The Bengal Club.

**By the Order of the Board
For 3i Infotech Limited**

**Sd/-
Varika Rastogi
Company Secretary
Membership No. F7864**

**Place: Navi Mumbai
Date: March 20, 2025**

**Registered Office:
Tower # 5, International Infotech Park,
Vashi, Navi Mumbai - 400 703**