

Notice to Bondholders

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN DOUBT ABOUT THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT IMMEDIATELY YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (IF YOU ARE IN THE UNITED KINGDOM) OR FROM ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER.

THIS NOTICE DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY, ANY SECURITY AND IS BEING SENT TO HOLDERS SOLELY IN THEIR CAPACITY AS SUCH.

3i INFOTECH LIMITED

(the "Issuer")

NOTICE TO BONDHOLDERS

to the Bondholders of the outstanding

**U.S.\$42, 441, 750 2.5 per cent. Convertible Bonds due 2025 issued by the Issuer
(ISIN: XS1423751418, Common Code: 142375141) (the "Bonds")**

Date: December 16, 2016

Dear Sirs:

Reference is hereby made to (i) the Trust Deed, dated as of December 9, 2016, by and among 3i Infotech Limited (the "Issuer") and GLAS Trust Corporation Limited (the "Trustee") as trustee (the "Trust Deed") (ii) the Paying and Conversion Agency Agreement, dated as of December 9, 2016, by and among the Issuer, the Trustee, Deutsche Bank AG, London Branch, as the principal paying agent, conversion agent and transfer agent (the "Principal Paying Agent") and Deutsche Bank Luxembourg SA, as registrar (the "Agency Agreement"). Capitalised terms used but not defined herein shall have the meanings given to them in the Trust Deed.

The Issuer notifies Bondholders that to the extent Bondholders have not provided details of their custody account in India into which Shares may be deposited upon automatic conversion pursuant to Condition 8.12, such Bondholders should contact (i) within the two month period after December 9, 2016, Deutsche Bank AG, London Branch as the Principal Agent, and (ii) after the date which falls two months after December 9, 2016, the Issuer, for transfer of such Shares or the related Net Proceeds.

In order for a Bondholder to claim its entitlement to Agent Shares or Net Proceeds from the sale of Agent Shares, it will also need to provide the information set forth in Annex A, evidence of its ownership of Bonds as of December 9, 2016, and such other information as the Share Agent or the Issuer may reasonably request. Such

information must be provided to Deutsche Bank AG, London Branch as the Principal Paying Agent through the Clearing Systems if it is provided prior to the date which is two months after December 9, 2016, following which, such information should be provided to the Issuer directly at:

3i Infotech Limited
Tower # 5, 5th Floor
International Infotech Park
Vashi, Navi Mumbai - 400 703
Maharashtra, India

Email: compliance@3i-infotech.com

Attention: Compliance Officer and Company Secretary

3i INFOTECH LIMITED

By: Rajeev Limaye


Authorised Signatory



ANNEX A

1. Euroclear/Clearstream account no.
2. The name of the beneficial owners of the Existing Bonds.
3. The name of a contact person.
4. Telephone number and email address.
5. The name of the depository.
6. The name of the depository participant.
7. The depository participant identification number.
8. Beneficiary account number/client identification number.
9. Permanent account number (if applicable).

Please check with your depository participant to ensure that the details of the allottee given in this Annexure match with the data available with the depository participant of the allottee.