

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.\$125,356,000 2.5 per cent. Convertible Bonds due 2025 convertible into Shares of
the Issuer, issued by the Issuer (ISIN: XS0769181982,
Common Code: 076918198) (the "Bonds")**

Date: May 30, 2017

Dear Sirs:

Reference is hereby made to (i) the Principal Trust Deed, dated as of April 25, 2012, as supplemented by the Supplemental Trust Deed dated as of December 9, 2016 by and among 3i Infotech Limited (the "Issuer") and Deutsche Trustee Company Limited as trustee (such Principal Trust Deed as amended and supplemented by such Supplemental Trust Deed, the "Trust Deed") (ii) the Paying and Conversion Agency Agreement, dated as of April 25, 2012, as supplemented by the Supplemental Paying and Conversion Agency Agreement dated as of December 9, 2016 by and among the Issuer, Deutsche Bank AG, London Branch, as the paying agent, conversion agent and transfer agent (the "Principal Paying Agent") and Deutsche Bank Luxembourg SA, as registrar and (iii) the notice of meeting dated July 5, 2016 (the "Notice of Meeting"). Capitalised terms used but not defined herein shall have the meanings given to them in the Trust Deed.

This notice is only applicable to Bondholders who have not already been allotted Shares by the Issuer, or otherwise claimed Shares from the Share Agent, pursuant to automatic conversion of the relevant portion of the Bonds in accordance with Condition 8.12 of the Terms and Conditions of the Bonds as described in the Notice of Meeting (such Bondholders, the "Relevant Holders").



The Issuer notifies the Relevant Holders that, pursuant to Condition 8.12, the Share Agent or its representatives or its assignees or sub-contractors have begun selling Agent Shares and expect to complete the sale of all Agent Shares as soon as practicable. Remittance of Net Proceeds from the sale of Agent Shares to the Bondholders claiming the same would begin after all the Agent Shares have been sold.

In order for a Bondholder to claim its entitlement to Net Proceeds from the sale of Agent Shares, it should provide:

- (i) the information set forth in Annex A, to Deutsche Bank AG, London Branch as the Principal Paying Agent through the Clearing Systems; and
- (ii) a scanned copy of a signed document containing the information set forth in Annex B, sent via email directly to the Issuer at: fccbexchangeoffer2016@3i-infotech.com.

The Bondholders are requested to claim their respective entitlement to Net Proceeds from the sale of Agent Shares within a period of one year from the date of this notice.

In the event that a Bondholder does not claim its entitlement to Net Proceeds within a period of one year from the date of this notice, such Net Proceeds shall be transferred to an escrow account to be held by GLAS Trustees Limited (or another agent to be selected by the Company) in their capacity of Escrow Agent until the final maturity date of the Bonds.

3i INFOTECH LIMITED

By: Rajeev Limaye



Authorised Signatory



ANNEX A

(to be sent through Clearing Systems)

1. Euroclear/Clearstream account no.
2. Reference number provided by the Issuer
3. Name of Bondholder / Bonds Custodian
4. The name of the beneficial owners of the Existing Bonds
5. The principal amount of the Existing Bonds held on the Automatic Conversion Record Date i.e. as on July 29, 2016
6. The name of a contact person.
7. Telephone number and email address.
8. Preferred currency for receiving proportionate Net Proceeds of Agent Shares:
INR / USD

OPTION 1 - INR

- a. The name of the accountholder
- b. Name of bank account
- c. The name and address of the bank of beneficial owner.
- d. The name of the bank branch in which account held by beneficial owner.
- e. The bank account number of beneficial owner.
- f. Type of bank account held by beneficial owner
- g. IFSC Code
- h. Permanent account number

OPTION 2 - USD

The beneficial owner of bonds hereby authorizes the Company or its Agents to remit Net Proceeds to the bank account of the Bonds Custodian linked to Euroclear/Clearstream (cancel which is not applicable) account no. _____ for the purpose of remittance of the Net Proceeds to the bank account no. _____ of the beneficial owner held with _____ Bank, _____ branch details of which are available in the records of the Bonds Custodian.

The beneficial owner confirms that remittance of Net Proceeds to the abovementioned account linked to the Euroclear/Clearstream account specified above shall tantamount to a full and final settlement of Issuer's obligation to remit the Net Proceeds to the beneficial owner of the Bonds.

Please check with your Bonds Custodian to ensure that the details of the Euroclear/Clearstream account no. given in this Annexure match with the records of the Clearing Systems.



ANNEX B

(to be sent through email to the Issuer at fccbexchangeoffer2016@3i-infotech.com)

FORM FOR CLAIMING NET PROCEEDS

Telephone enquiries to the Issuer to be directed to:

3i Infotech Limited

Tel number: +91-22-7123 8595, +91-22-7123 8000

Attention: Mr. Rajeev Limaye, Company Secretary

Completed Forms to be e-mailed (in pdf form, where possible) to:

3i Infotech Limited

Email: fccbexchangeoffer2016@3i-infotech.com

Attention: Mr. Rajeev Limaye, Company Secretary

1. Confirmation by the Bondholder about its bondholding as on the Automatic Conversion Record Date i.e. as on July 29, 2016
2. I/We hereby represent and warrant that I/we have full power and authority to submit this Form in respect of the Bonds specified in the Issuer's notice dated May 30, 2017. I/We will, upon request, execute and deliver any additional documents and/or do such other things deemed by the Issuer to be necessary or desirable to complete the remittance of Net Proceeds corresponding to the sale of Agent Shares or to evidence such power and authority.
3. I/We hereby confirm that the Bondholder/Beneficial Owner has not previously been allotted or claimed Shares issued pursuant to automatic conversion of the relevant portion of Bonds in accordance with Condition 8.12.
4. The beneficial owner of bonds hereby authorizes the Company or the Share Agent (or its representatives or assignees or sub-contractors) to remit the Net Proceeds to the bank account of the Bonds Custodian linked to Euroclear/Clearstream (cancel which is not applicable) account no. _____ for the purpose of remittance of the Net Proceeds to the bank account no. _____ of the beneficial owner held with _____ Bank, _____ branch details of which are available in the records of the Bonds Custodian.
5. I/We here by select Option 1 / Option 2 to receive the proportionate Net Proceeds upon sale of Agent Shares in accordance with Condition 8.12 of the Terms and Conditions of the Bonds as described in the Notice of Meeting dated July 5, 2016:

OPTION 1 - INR

- a. The name of the accountholder
- b. Name of bank account
- c. The name and address of the bank of beneficial owner.
- d. The name of the bank branch in which account held by beneficial owner.
- e. The bank account number of beneficial owner.



- f. Type of bank account held by beneficial owner
- g. IFSC Code
- h. Permanent account number

OPTION 2 - USD

The beneficial owner of bonds hereby authorizes the Company or the Share Agent (or its representatives or assignees or sub-contractors) to remit the Net Proceeds to the bank account of the Bonds Custodian linked to Euroclear/Clearstream (cancel which is not applicable) account no. _____ for the purpose of remittance of the Net Proceeds to the bank account no. _____ of the beneficial owner held with _____ Bank, _____ branch details of which are available in the records of the Bonds Custodian.

The beneficial owner confirms that remittance of Net Proceeds to the abovementioned account linked to the Euroclear/Clearstream account specified above shall tantamount to a full and final settlement of Issuer's obligation to remit the Net Proceeds to the beneficial owner of the Bonds.

Please check with your Bonds Custodian to ensure that the details of the Euroclear/Clearstream account no. given in this Annexure match with the records of the Clearing Systems.

- 6. I / We hereby confirm that the delivery of the Net Proceeds with respect to the unclaimed Shares in accordance with the Option chosen above will satisfy any claims the Bondholder/Beneficial Owner has with respect to the automatic conversion of Bonds pursuant to Condition 8.12 and that the Bondholder/Beneficial Owner shall have no further claim with respect to such portion of the Bonds.
- 7. We confirm our agreement to the terms set out above.

Signed (1): _____ Date: _____

Print name of Beneficial Owner (1): _____

Name of contact person (1): _____

Telephone number (1): _____

Fax number (1): _____

Email (1): _____

Signed (2): _____ Date: _____

Print name of Bond Holder (if different from Beneficial Owner) (2): _____

Name of contact person (2): _____

Telephone number (2): _____

Fax number (2): _____

Email (2): _____

