

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.

IF YOU HAVE RECENTLY SOLD OR OTHERWISE TRANSFERRED YOUR ENTIRE HOLDING(S) OF BONDS REFERRED TO BELOW, YOU SHOULD IMMEDIATELY FORWARD THIS NOTICE TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

3i INFOTECH LIMITED

(the "Issuer")

NOTICE OF OUTCOME OF BONDHOLDER MEETING

to the Bondholders of the outstanding
up to U.S.\$125,356,000 5.0 per cent. Convertible Bonds due 2017 convertible into Shares
of the Issuer, issued by the Issuer (ISIN: XS0769181982,
Common Code: 076918198) (the "Bonds")

JULY 28, 2016

By a notice given via the clearing systems and dated July 5, 2016 (the "Notice") the Issuer convened a meeting (the "Meeting") on July 27, 2016 of the holders of the Bonds to consider, and if thought fit, approve, the extraordinary resolution set forth in the Notice (the "Extraordinary Resolution") to, among other things, amend the Trust Deed, dated as of 25 April 2012, by and among 3i Infotech Limited (the "Issuer") and Deutsche Trustee Company Limited as trustee (the "Trustee") constituting, and the terms and conditions of, the Bonds, to amend the paying and conversion agency agreement and to waive certain events of default under the Bonds. Capitalised terms used but not defined herein shall have the meanings given to them in the Notice of Meeting or, in the event so noted herein, in the Principal Trust Deed.

The Issuer hereby notifies the Bondholders that the Extraordinary Resolution was passed at the Meeting. The effectiveness of the Extraordinary Resolution is subject to the satisfaction or waiver of certain conditions in accordance with the terms of Notice of Meeting and Extraordinary Resolution. The Issuer will notify Bondholders of the Closing Date at least two Business Days prior to the Closing Date.



The Issuer hereby notifies the Bondholders that (i) any Bondholder who has not delivered an Electronic Voting Instruction (or that validly revoked and did not subsequently validly submit its proxy or voting instruction) with respect to the Meeting should, within eight Business Days of the date of this notice deliver to the Issuer through the relevant Clearing System details of the custody account in India into which equity shares should be deposited upon automatic conversion of the Relevant Portion of its Bonds and the other information set forth in Annex A hereto; (ii) trading of all Bondholder's Bonds shall be blocked (or continue to be blocked) in the relevant account of the relevant Clearing System from the date of this notice until the first Business Day falling after the earlier of the Closing Date and the Long-stop Date; and (iii) failure of a Bondholder to deliver to the Issuer within eight Business Days of the date of this notice details of the custody account in India into which equity shares should be deposited upon automatic conversion of the Relevant Portion of its Bonds will result in such equity shares being issued to the Share Agent, and after a two month period in which Bondholders may claim such Agent Shares, sold, and the Bondholder's sole entitlement after such Agent Shares are sold will be to the Net Proceeds of sale after deduction of fees, expenses and taxes. 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 the Automatic Conversion Record Date (as described below) and such other information as the Share Agent or the Issuer may reasonably request. Such information must be provided to the Issuer through the Clearing Systems if it is provided prior to the date which is two months after the Closing Date, 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

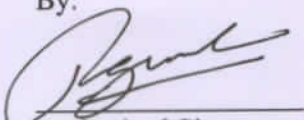
Email: compliance@3i-infotech.com

Attention: Compliance Officer and Company Secretary

Equity shares issued upon automatic conversion of the Relevant Portion will only be issued for the account of Bondholders holding Bonds as of the day which is the date after this notice (the "Automatic Conversion Record Date"), which is the record date for the purposes of such automatic conversion.

3i INFOTECH LIMITED

By:


Authorised Signatory



ANNEX A

1. Reference number provided by the Issuer.
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.

