

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 OF CLOSING AND EFFECTIVENESS OF THE PROPOSALS

**to the Bondholders of the outstanding
U.S.\$2,435,000 4.75 per cent. Convertible Bonds due 2017 convertible into Shares of the
Issuer, issued by the Issuer (ISIN: XS0308551166,
Common Code: 030855116) (the "Bonds")**

Date: December 12, 2016

Dear Sirs:

Reference is hereby made to (i) the Principal Trust Deed, dated as of July 26, 2007 as amended and supplemented by the Supplemental Trust Deed dated April 25, 2012, by and among 3i Infotech Limited (the "Issuer") and Deutsche Trustee Company Limited as trustee (the "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 July 26, 2007 as amended and supplemented by the Supplemental Paying and Conversion Agency Agreement dated April 25, 2012, by and among the Issuer, Deutsche Bank AG, London Branch, as the paying agent, conversion agent and transfer agent (the "Conversion Agent") and Deutsche Bank Luxembourg SA, as registrar (the "Agency Agreement") 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 Notice of Meeting or, in the event so noted herein, in the Principal Trust Deed.

The Issuer hereby notifies the Bondholders that, further to the Notice of Closing and Automatic Conversion dated December 1, 2016 and in accordance with the Extraordinary Resolution of the Bondholders dated August 10, 2016, on December 9, 2016 (i) the Proposals set forth in the Notice of Meeting have been implemented; (ii) the Issuer and the Trustee have entered into a second supplemental trust deed which



amends the Trust Deed and (iii) the Issuer, the Trustee and the Conversion Agent and Deutsche Bank Luxembourg SA, as registrar have entered into a second supplemental paying and conversion agency agreement which amends the Agency Agreement.

The Issuer notifies Bondholders that the reduction in principal amount of the Bonds and automatic conversion of the Relevant Portion of Bonds (pursuant to Condition 8.12) have each taken place on the Closing Date in accordance with the Proposals. The Issuer will cause the shares issued upon such automatic conversion of the Bonds to be credited to the relevant securities account of each Bondholder not later than 30 days after the Closing Date.

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 the Closing Date, Deutsche Bank AG, London Branch as the Principal Agent, and (ii) after the date which falls two months after the Closing Date, 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 August 12, 2016, being the Automatic Conversion Record Date, 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 Agent 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

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.

