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.$52,000,000 2.5 per cent. Convertible Bonds due 2025 convertible into Shares of the Issuer, issued by the Issuer (ISIN: XS1423751418, Common Code: 142375141) (the "Bonds")

Date: August 30, 2018

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.

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 Exchange Offer Circular dated July 5, 2016 (such Bondholders, the "Relevant Holders").

This notice is further to and is to be read with the notices dated May 30, 2017 and May 31, 2018 (together, the "**Previous Notices**") of the Issuer wherein the Issuer had notified the Relevant Holders that, pursuant to Condition 8.12, the Share Agent or its representatives or its assignees or sub-contractors had started selling Agent Shares and was expected to complete the sale of all Agent Shares as soon as practicable.

The sale of Agent Shares had thereafter been completed by August 31, 2017 and the remittance of Net Proceeds from the sale of Agent Shares to the Relevant Holders that had claimed their entitlement to Net Proceeds had begun thereafter.

The Relevant Holders had been 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 the notice to bondholders dated May 30, 2017 (i.e. by May 30, 2018) and subsequently by August 30, 2018 (the "**Initial Deadlines**") following the procedures set forth in the Previous Notices.

The Relevant Holders are hereby informed that the Initial Deadlines for claiming their entitlement to Net Proceeds have now been extended to December 31, 2019 (the "**New Deadline**") with effect from the date of this notice. The Clearing Systems will not accept details of information set forth in Annex A after the New Deadline. The Relevant Holders are requested to plan accordingly and claim their entitlement to Net Proceeds by the New Deadline period in accordance with the procedures set out below.

Relevant Holders' procedure for claiming Net Proceeds:

The procedure for claiming Net Proceeds is given below once again for the benefit of the Relevant Holders.

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

(i) a scanned copy of a signed document containing the information set forth in Annex B (appended to this notice), via email directly to the Issuer at: fccbexchangeoffer2016@3i-infotech.com; and

(ii) the information set forth in Annex A (appended to this notice), containing inter alia, the reference number provided by the Issuer, to Deutsche Bank AG, London Branch as the Principal Paying Agent through the Clearing Systems.

3i INFOTECH LIMITED

By: Rajeev Limaye

Authorised Signatory

3i INFOTECH LIMITED

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 Closing Date i.e. December 9, 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 (applicable only for remittance into NRO accounts)

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 Closing Date i.e. as on December 9, 2016: USD _______________
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 August 30, 2018. 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. 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 Exchange Offer Circular dated July 5, 2016:

OPTION 1 – INR (applicable only for remittance into NRO accounts)

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

3i INFOTECH LIMITED

OPTION 2 – USD (tick the relevant sub-option)

Sub-option A –

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.

Details of bank account of the Bonds Custodian/Bondholder to which USD Net Proceeds are to be remitted:

Bank Account No. _______________________

Account Name: _________________________

Bank Name: ___________________________

Branch Name and Address: ______________________________________

SWIFT: ___________________________

Net Proceeds being claimed on behalf of the beneficial owner in the capacity of: __________________________________

Any other details: _______________________________________

Any other instructions: ____________________________________

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.

Sub-option B –

The beneficial owner of bonds hereby confirms that he/she is the beneficial owner of bonds held in Euroclear/Clearstream (cancel which is not applicable) account no. ______________________________ and authorizes the Company or the Share Agent (or its representatives or assignees or sub-contractors) to remit the Net Proceeds to the below mentioned bank account of the beneficial owner:

Bank Account No. _______________________

Account Name: _________________________

Bank Name: ___________________________

Branch Name and Address: ______________________________________

3i INFOTECH LIMITED

SWIFT: ____________________________

Any other details: ____

Any other instructions: ____

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.

5. 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.

6. 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): ________________

We hereby certify as the Bonds Custodian that details appearing under Sr. No. 1 and 4 (2A) above are factually correct and that we have not sent instructions as per Annex A through the Clearing Systems in respect of the same Relevant Holder/ Beneficial Owner and relevant portion of the same Bonds twice.

Signed (3): ______________________ Date: __________________

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Print name of Bonds Custodian (if different from Bondholder or Beneficial Owner) (3): _____________

Name of contact person (3): _______________

Telephone number (3): _______________

Fax number (3): __________________

Email (3): ________________

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