



Market Control Securities Operations Group

2 Shenton Way

Singapore 068804

Sub: Report of Scrutinizer and Voting Results of the 27th Annual General Meeting of Equity Shareholders of 3i Infotech Limited ("Company") convened and held on December 23, 2020 at 2:00 p.m. through video conferencing ("VC")/Other Audio Visual Means ("OAVM")

Please find enclosed herewith details of voting results of remote e-voting and e-voting during the AGM along with Scrutinizer's Report.

Thanking you,

For 3i Infotech Limited

RAJEEV
LIMAYE

Rajeev Limaye
Company Secretary
Encl: - As above

Date of Annual General Meeting (AGM) Results December 23, 2020
Total number of shareholders on record date (December 16, 2020) 182,085
No. of shareholders present in the meeting either in person or through Promoters and Promoter Group Not Applicable
Public
No of shareholders who attended the meeting through video conferencing: Promoters and Promoter Group Not Applicable
Public 57

Agenda-wise disclosure (to be disclosed separately for each agenda item) As disclosed below

Resolution required : (Ordinary/~~Special~~) Item No.1 - To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors ("the Board") and the Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/ resolution? No.

Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) $[(2)/(1)]*100$	(4)	(5)	(6) $[(4)/(2)]*100$	(7) $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	427,023,012	291,364,426	68.23	291,364,426	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	427,023,012	291,364,426	68.23	291,364,426	-	100.00	-
Public - Non Institutions	E-Voting	1,189,631,854	280,016,463	23.54	279,995,659	20,804	99.99	0.0074
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,189,631,854	280,016,463	23.54	279,995,659	20,804	99.99	0.01
Total		1,616,654,866	571,380,889	35.34	571,360,085	20,804	99.996	0.004



Resolution required : (Ordinary/~~Special~~)

Item No.2 - To appoint a Director in place of Mr. Padmanabhan Iyer (DIN- 05282942), who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/ resolution? No.

Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	427,023,012	291,364,427	68.23	291,364,427	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	427,023,012	291,364,427	68.23	291,364,427	-	100.00	-
Public - Non Institutions	E-Voting	1,189,631,854	280,015,314	23.54	279,669,596	345,718	99.88	0.1235
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,189,631,854	280,015,314	23.54	279,669,596	345,718	99.88	0.12
Total		1,616,654,866	571,379,741	35.34	571,034,023	345,718	99.939	0.061



Resolution required : (Ordinary/~~Special~~)

Item No.3 - Appointment of Mr. Pravir Kumar Vohra (DIN- 00082545) as a Non-Executive Director of the Company and approval for payment of fees apart from Sitting Fees.

Whether promoter/ promoter group are interested in the agenda/ resolution? No.

Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) $[(2)/(1)]*100$	(4)	(5)	(6) $[(4)/(2)]*100$	(7) $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	427,023,012	291,364,427	68.23	291,364,427	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	427,023,012	291,364,427	68.23	291,364,427	-	100.00	-
Public - Non Institutions	E-Voting	1,189,631,854	280,015,314	23.54	274,797,206	5,218,108	98.14	1.8635
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,189,631,854	280,015,314	23.54	274,797,206	5,218,108	98.14	1.86
Total		1,616,654,866	571,379,741	35.34	566,161,633	5,218,108	99.087	0.913



Resolution required : (Ordinary/Special)

Item No. 4 - Appointment of Ms. Zohra Chatterji (DIN- 01382511) as an Independent Director of the Company for a term of 5 years effective March 24, 2020.

Whether promoter/ promoter group are interested in the agenda/ resolution? No.

Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) $[(2)/(1)]*100$	(4)	(5)	(6) $[(4)/(2)]*100$	(7) $[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	427,023,012	291,364,427	68.23	291,364,427	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	427,023,012	291,364,427	68.23	291,364,427	-	100.00	-
Public - Non Institutions	E-Voting	1,189,631,854	280,015,314	23.54	274,956,556	5,058,758	98.19	1.8066
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,189,631,854	280,015,314	23.54	274,956,556	5,058,758	98.19	1.81
Total		1,616,654,866	571,379,741	35.34	566,320,983	5,058,758	99.115	0.885

Resolution required : (Ordinary/Special)

Item No. 5 - Re-appointment of Mr. Ashok Shah (DIN- 01194846) as an independent director for another term of 5 years effective October 1, 2020

Whether promoter/ promoter group are interested in the agenda/ resolution? No.

Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	427,023,012	291,364,427	68.23	291,364,427	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	427,023,012	291,364,427	68.23	291,364,427	-	100.00	-
Public - Non Institutions	E-Voting	1,189,631,854	280,015,314	23.54	274,946,606	5,068,708	98.19	1.8102
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,189,631,854	280,015,314	23.54	274,946,606	5,068,708	98.19	1.81
Total		1,616,654,866	571,379,741	35.34	566,311,033	5,068,708	99.113	0.887

Details of Invalld Votes		Note :	Resolution 1	Resolution 2	Resolution 3	Resolution 4	Resolution 5
Category	No. of Votes - Shares	SHAIKESH RAMAKANT RAJADHYAKSHA - IN30115127518649	1	-	-	-	-
Promoter & Promoter Group	Nil	GULSHAN PREMCHANDANI IN30311611304260	-	1000	1000	1000	1000
Public Institutions	Nil	K GUNNESHWARA RAO IN30226910194012	-	149	149	149	149
Publi - Non Institutions	3						



Combined Scrutinizer's Report on Remote E-voting & E-voting conducted during 27th Annual General Meeting of 3i Infotech Limited held on Wednesday, December 23, 2020 through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM')

To,
The Chairman,
3i Infotech Limited
Tower No 5, 3rd to 6th Floors,
International Infotech Park,
Vashi, Navi Mumbai - 400 703

27th Annual General Meeting (AGM) of the Equity Shareholders of 3i Infotech Limited held on Wednesday, December 23, 2020 by means of Video Conferencing (VC) / Other Audio Visual Means (OAVM) commenced at 02.00 p.m. (IST)

Sub: Passing of Resolution(s) through Remote E-voting and E-voting conducted during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circulars No. 33/2020 dated September 28, 2020, Circular No. 20/2020 dated May 5, 2020, read with Circulars dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "Applicable Circulars") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

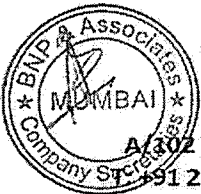
The Board of Directors of 3i Infotech Limited (herein after referred to as 3i Infotech or the Company) at their meeting held on October 22, 2020, has appointed us as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting (E-Voting) conducted during the 27th AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Applicable Circulars issued in this connection both by MCA and SEBI, providing relaxation for the manner in which the AGM shall be held and conducted through VC or OAVM.

We say, we are familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars.

As mentioned in the Notice, the proceedings of the 27th AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

Report on Scrutiny:

- The Company has engaged the services of NSDL as the Service provider, for the purpose of extending the facility of Remote E-Voting and for E-voting during the AGM to the Members of the Company.



- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 27th AGM of 3i Infotech Limited, which was held on Wednesday, December 23, 2020 at 2:00 p.m. (IST).
- The Service Provider had set up electronic voting facility on their website, URL: <https://www.evoting.nsdl.com/> 3i Infotech had uploaded all the items of the business to be transacted at the AGM on the website of 3i Infotech and its Service Provider mentioned above to facilitate their Members to cast their vote through Remote E-Voting and E-voting during the AGM.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI Listing Regulations.
- Our responsibility as the Scrutinizer of the voting process (through E-voting), was restricted to scrutinize the E-voting process (Remote E-voting and E-voting during the 27th AGM), in a fair and transparent manner and to prepare a Combined Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on the reports generated from the E-voting system provided by NSDL.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, November 20, 2020 and as on that date, there were 183,663 Members of the 3i Infotech. As mentioned in the **Applicable Circulars**, NSDL had sent the Notices of the AGM along with Annual Report for the Financial Year 2019-20 and E-voting details by email to 155,004 Members, whose email IDs were made available by the Depositories. As per the information provided by the Service Provider, NSDL, out of these e-mails sent, initial bounce was 17,527. Subsequently, the Company had arranged to re-send electronically the Notice to the bounced cases through NSDL, after which the bounce count was 12,652. For those Members, whose email IDs were not available or held in physical form, who had not registered their email IDs with the RTA, the Notices could not be sent to them electronically.
- The Notices sent through email contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the **Applicable Circulars**.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Wednesday, December 16, 2020.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for 3 (three) days from Sunday, December 20, 2020 at 9:00 a.m. (0900 hours) Indian Standard Time (IST) to Tuesday, December 22, 2020 IST at 5:00 p.m. (1700 hours) Indian Standard Time (IST).
- The Company completed the dispatch of the notices by email to the Members on Sunday, November 29, 2020.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published in the electronic edition more than 21 days before the date of 27th AGM in English newspaper i.e. 'The Free Press Journal' and in Marathi newspaper i.e. 'Navshakti', having country-wide circulation on December 1, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.



- At the end of the voting period on Tuesday, December 22, 2020, at 5.00 P.M., the voting portal of the NSDL, service provider was blocked forthwith.
- At the 27th AGM of the Company held through VC, on Wednesday, December 23, 2020, after considering all the items of businesses, the facility to vote electronically (E-voting) was provided to facilitate those members who are attending the 27th AGM through VC but could not participate in the Remote E-voting to cast their votes.
- On Wednesday December 23, 2020, after tabulating the votes cast electronically by the system provided by NSDL, the votes cast through Remote E-Voting facility and E-voting during the 27th AGM were duly unblocked by me as a Scrutinizer in the presence of Mr. K. Venkataraman and Ms. Madhushree Dessai, who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20. After the voting by electronic means, the votes cast through E-voting process was tabulated for the purpose of considering the total votes cast by the shareholders through both ways.
- Thereafter, we as a Scrutinizer, duly compiled details of the Remote E-Voting carried out by the Members and the E-voting during the AGM, the details of which are as follows:

The results of the Remote E-voting together with the voting conducted at the AGM by the way of electronic voting are as under:

Details	Remote E-voting	Electronic Voting at the AGM	Total voting
Number of members who cast their votes	149	25	174
Total number of Shares held by them	56,85,46,971	28,33,919	57,13,80,890
Valid votes	As per details provided under each of the Resolution(s) mentioned hereunder		
Abstained / Invalid /less voted	Various as mentioned under each of the Resolution(s)		

Notes:

1. Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.
2. Break up of votes cast through remote e-voting and through e-voting at the AGM by the shareholders attending the meeting is given in a separate sheet attached.
3. The votes are invalid on account of abstained from voting or voting for lesser number of shares than actually held as on the cut-off date.



ORDINARY BUSINESS

I) Item No. 1 of the Notice (As an Ordinary Resolution):

Adoption of audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors ("Board") and the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at the AGM	57,13,60,085	99.99	20,804	0.01	1

Item No. 1 of the Notice stands passed with the requisite majority

II) Item No. 2 of the Notice (As an Ordinary Resolution):

Appoint a Director in place of Mr. Padmanabhan Iyer (DIN- 05282942), who retires by rotation and being eligible, offers himself for re-appointment.

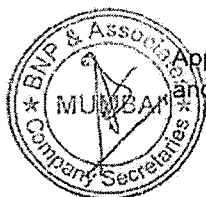
Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at the AGM	57,10,34,023	99.93	3,45,718	0.07	1,149

Item No. 2 of the Notice stands passed with the requisite majority

SPECIAL BUSINESS

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Pravir Kumar Vohra (DIN- 00082545) as a Non-Executive Director of the Company and approval for payment of fees apart from Sitting Fees.



Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at the AGM	56,61,61,633	99.08	52,18,108	0.92	1,149

Item No. 3 of the Notice stands passed with the requisite majority

IV) Item No. 4 of the Notice (As a Special Resolution):

Appointment of Ms. Zohra Chatterji (DIN- 01382511) as an Independent Director of the Company for a term of 5 years effective March 24, 2020.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at the AGM	56,63,20,983	99.11	50,58,758	0.89	1,149

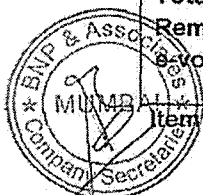
Item No. 4 of the Notice stands passed with the requisite majority

V) Item No. 5 of the Notice (As a Special Resolution):

Re-appointment of Mr. Ashok Shah (DIN- 01194846) as an Independent Director of the Company for another term of 5 years effective October 1, 2020

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and e-voting at the AGM	56,63,11,033	99.11	50,68,708	0.89	1,149

Item No. 5 of the Notice stands passed with the requisite majority



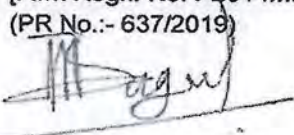
All the 5 (five) Resolutions mentioned in the 27th AGM Notice dated October 22, 2020 as per the details given above stand passed under Remote E-voting and E-voting conducted during the 27th AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.

We hereby confirm that we are maintaining the soft copy of the Registers received from the NSDL, the Service Provider in respect of the votes cast through Remote E-Voting and E-voting conducted during the 27th AGM by the Members of the Company. All other relevant records relating to Remote E-voting and E-voting is under our safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you,

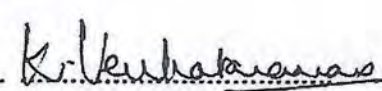
Yours faithfully,

For **BNP & Associates**
Company Secretaries
[Firm Regn. No. P2014MH037400]
(PR No.: 637/2019)


Avinash Bagul
Partner
FCS No.: 5578
COP No.: 19862
Place: Mumbai
Date: December 24, 2020

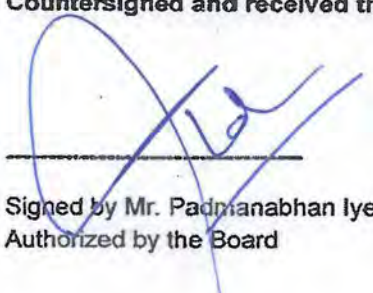


Witnesses:

1. 
Mr. K. Venkataraman

2. 
Ms. Madhushree Dessai

Countersigned and received the report:


Signed by Mr. Padmanabhan Iyer
Authorized by the Board



Place: Navi Mumbai
Date: December 24, 2020