



3i Infotech®
LIMITLESS EXCELLENCE

September 21, 2021

**Market Control Securities Operations Group
Singapore Exchange Securities Trading Limited
2 Shenton Way
#19-00 SGX Centre 1
Singapore 068804**

Dear Sir/Madam,

Sub.: Results of Postal Ballot pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company had sought approval of the Shareholders by way of Special Resolutions through Postal Ballot for approval for appointment of Mr. Avatar Singh Monga (DIN-00418477) as an Independent Director for a term of 5 (five) years effective April 1, 2021 and appointment of Mr. Thompson Gnanam (DIN-07865431) as a Managing Director and Global CEO and approval of payment of remuneration as Managing Director and Global CEO.

Voting on the Postal Ballot has concluded on September 19, 2021 (deemed date of passing of resolutions). Mr. Avinash Bagul, Partner, BNP & Associates, Company Secretaries, the Scrutinizer appointed for the Postal Ballot has submitted his report in this regard dated September 21, 2021. Upon perusal of the report received from Scrutinizer, the Company Secretary of the Company, vide authority given by the Chairman of the Company, has declared today the said Special Resolutions as passed with requisite majority.

In this regard, please find enclosed herewith the following:

Results of voting for Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Scrutinizer's Report dated September 21, 2021 and

Certified copy of the Resolutions passed by the Shareholders through Postal Ballot.

Thanking you,

Yours faithfully,
For **3i Infotech Limited**

Rajeev Limaye
Company Secretary

Encl: As above

Resolution required : (Ordinary/Special)

Item No.2 - 2. Appointment of Mr. Thomspson Gnanam (DIN – 07865431) as a Managing Director and Global CEO and approval for payment of remuneration as Managing Director and Global CEO.

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	24,04,33,019	4,96,49,597	20.65	4,96,49,597	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	24,04,33,019	4,96,49,597	20.65	4,96,49,597	-	100.00	-
Public - Non Institutions	E-Voting	1,37,62,21,847	21,86,97,385	15.89	21,67,33,066	19,64,319	99.10	0.8982
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,37,62,21,847	21,86,97,385	15.89	21,67,33,066	19,64,319	99.10	0.90
Total		1,61,66,54,866	26,83,46,982	16.60	26,63,82,663	19,64,319	99.268	0.732

Details of Invalid Votes		Note :	Resolution 1	Resolution 2			
Category	No. of Votes - Shares	RAJRUSHI WEALTH CREATORS LIMITED - 1204780000175813	20,000	20,000			
Promoter & Promoter Group	Nil	THE MASTER CLOCK AND WATCH WORKS PVT IN30302868196487	3,50,000	3,50,000			
Public Institutions	Nil	ATMANAND MARKETING PVT LTD IN30011811006224	11,000	11,000			
Publi - Non Institutions	5	KRISHNA SHAREBROKING SER. PVT.LTD. -IN30246110054430	500	500			
		DHANANJAY COMMUNICATIONS PRIVATE LIMITED -1203390000145294	12,085	12,085			
		Total	3,93,585	3,93,585			

21st September, 2021

To,
The Chairman
3i Infotech Limited
Tower#5, 3rd to 6th Floors,
International Infotech Park,
Vashi, Navi Mumbai -400 703

Dear Sir,

Sub.: Special Resolutions passed through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of 3i Infotech Limited (*hereinafter referred to as '3i INFOTECH' or the 'COMPANY'*) at their meeting held on August 10, 2021, I have been appointed as a Scrutinizer to conduct and scrutinize the postal ballot voting process in respect of the Special Resolution as stated in the Postal Ballot Notice ('Notice') dated August 10, 2021.

In order to enable wider participation of shareholders and to comply with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, and Section 108 and 110 of the Companies Act, 2013 (the 'Act') read with the rules framed there under, the COMPANY had provided electronic voting ('e-voting') facility as an alternative to its members so as to enable them to cast their votes electronically in view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular no. 10/2021 dated June 23, 2021 read with circulars dated December 31, 2020, September 28, 2020, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred as "MCA Circulars") and SEBI circular dated May 12, 2020 permitted Companies to convene Extraordinary General Meetings (EGM) through the mechanism of postal ballot, without physical presence of the Members at a common venue.

Accordingly, the COMPANY had made arrangements with National Securities Depository Limited (*hereinafter referred to as 'NSDL'*), the Service Provider, for providing a system of recording votes of the shareholders cast electronically through e-voting. The COMPANY had made arrangements with NSDL to set up the e-voting facility on its website [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com). The Company itself is its Registrar and Share Transfer Agent ("RTA").

The COMPANY had uploaded the Notice together with the explanatory statement on its website www.3i-infotech.com and as well as that of Service Provider NSDL i.e. www.evoting.nsdl.com respectively. NSDL had generated Electronic Voting Event Number

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A/102 , 1st Floor, Ramkrupa CHS, Above IndusInd Bank , SVP Road, Borivali(West), Mumbai-400 092
T: +91 22 2890 0426/ 2890 0176 Email: support@bnpassociates.in Website: www.bnpassociates.in



(EVEN) 116873 for the votes to be cast through e-voting mode. As informed/stated by the COMPANY, all the necessary formalities specified under the Act and the rules framed there under have been duly complied with by the Service Provider. Necessary instructions in relation to voting by postal ballot were duly mentioned in the Notice dated August 10, 2021 sent to all the shareholders of the Company by e-mail, wherever e-mail id's were available as detailed elsewhere in this Report. The above activities were completed by August 20, 2021. The Register of Members was made up, for the purpose of dispatch of the Notice to the shareholders as of Friday, August 13, 2021 (cut-off date). The items for which approval of the shareholders of the Company was sought through Special Resolutions, as stated in the Notice dated August 10, 2021 are as under:-

Sr. No.	Type of Resolution	Description of the resolution
1.	<u>As a Special Resolution</u> Appointment of Mr. Avtar Singh Monga (DIN-00418477) as an Independent Director of the Company for a term of 5 (five) years effective April 1, 2021	As per Item No. 1 of the Notice.
2.	<u>As a Special Resolution</u> Appointment of Mr. Thompson Gnanam (DIN - 07865431) as a Managing Director and Global CEO and approval for payment of remuneration as Managing Director and Global CEO	As per Item No. 2 of the Notice.

I report that the pursuant to the provisions of the Act and MCA circulars issued by MCA, the Company has sent Postal Ballot Notice to its Members. Notices were sent via electronic mode only by NSDL and has not dispatched physical notices to any member. The System Provider has sent notices to 374,144 shareholders at their e-mail addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('NSDL') as on August 13, 2021 (cut-off date). As per the information provided by the Service Provider, out of the 3,74,144. e-mails sent, initial bounce was 27017 as confirmed by NSDL. The COMPANY subsequently had arranged to re-send electronically the Notice to the bounce cases through System Provider and mail was re-sent by NSDL to these 27017.bounce cases, after which the bounce count was 15425

The e-voting period commenced from Saturday, August 21, 2021 at 9:00 a.m. (IST) and ended on Sunday, September 19, 2021 at 5:00 p.m. (IST).

As stated in sub-rule 4 of rule 20 as well as rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the COMPANY in "Financial Express" English Newspaper, and in "Mumbai Lakshdeep", Marathi Newspaper,



both dated August 20, 2021, informing about the completion of dispatch of the Notices to its shareholders through electronic means, along with all requisite documents.

On Sunday, September 19, 2021, after the closure of e-voting process at 5.00 P.M., the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Navneet Bathla and Ms. Kavita Shah, witnesses, under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. Since, e-voting facility was provided by NSDL, the details of the e-voting exercised by the shareholders were duly scrutinized and processed, were duly compiled by RTA. The details of the e-voting, containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected, were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of 402,821 shareholders holding 1,616,654,866 shares as on the cut-off date, August 13, 2021, 2286 Shareholders have exercised their votes through e-voting in Item No.1 and 2290 shareholders have exercised their votes in Item No. 2. Further, e-voting platform was mandatory for the Members to cast their votes owing to COVID-19 pandemic.

The details of Postal Ballot results for the item placed for consideration and approval of the members are given below:

Item No. 1- Special Resolution

Appointment of Mr. Avtar Singh Monga (DIN- 00418477) as an Independent Director of the Company for a term of 5 (five) years effective April 1, 2021

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT subject to provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and pursuant to the recommendations of the Nomination & Remuneration Committee and that of the Board of Directors thereof, Mr. Avtar Singh Monga (DIN-00418477), who was appointed as an Additional Director (designated as an Independent Non-Executive Director effective April 1, 2021 and who holds office till the date of the ensuing Annual General Meeting in terms of Section 161 of the Act) and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mr. Avtar Singh Monga as a candidate for the office of the



Director of the Company, be and is hereby appointed as an Independent Director for a period of 5 (five) years effective April 1, 2021 to March 31, 2026.

RESOLVED FURTHER THAT pursuant to provisions of the Act, Mr. Avtar Singh Monga shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Thompson Gnanam, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the above resolution."

Total no. of Shareholders	2286		
Total no. of Equity Shares	268642941		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	2286	268642941
Less: Invalid e-voting *(On account of not received Power of Attorney or Board Resolution of Corporates & Institutions)	B	5	393585
Net e-voting (A-B)	C	2281	268249356

Summary of Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)-[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional holders	24,04,33,019	4,96,49,597	20.65	4,96,49,597	0	100.00	0.00



Public-others	1,37,62,21,847	21,85,99,759	15.88	21,65,75,707	20,24,052	99.07	0.93
Total	1,61,66,54,866	26,82,49,356	16.59	26,62,25,304	20,24,052	99.245	0.755

Percentage of votes cast in favour: 99.245 % Percentage of votes cast against: 0.755%

RESULTS:-

As the number of votes cast in favour of the Resolution are three times more than the number of votes cast against, I report that the Special Resolution as set forth in Item No. 1 of Postal Ballot Notice dated August 10, 2021 has been passed by the shareholders with requisite majority. The Special Resolution is deemed as passed on the last date of voting i.e. Sunday, September 19, 2021.

Item No. 2- Special Resolution

Appointment of Mr. Thompson Gnanam (DIN - 07865431) as a Managing Director and Global CEO and approval for payment of remuneration as Managing Director and Global CEO

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Sections 161, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and such other sanctions and approvals, as may be necessary and as per the recommendations of the Nomination and Remuneration Committee and the Board of Directors thereof, Mr. Thompson Gnanam (DIN -07865431) be and is hereby appointed as Managing Director & Global CEO of the Company for a period of 5 (five) years with effect from April 1, 2021 on the following terms:

Annual Remuneration:

The annual remuneration exclusive of perquisites and other allowances would be in the range of Rs.12,200,000 to Rs.20,000,000. Such annual remuneration will include base salary and provident fund contribution. Additionally, he will be eligible for perquisites and other benefits, details of which are given below.

Target bonus:

An amount not exceeding 50% of his total fixed pay or any such amount, as may be determined by the Board of Directors or any committee thereof, based on achievement of such performance parameters as may be laid down from time to time. The Target Bonus mentioned above may be enhanced to 100% of the total fixed pay in case the Managing Director exceeds the performance parameters as laid down above by the Board. Notwithstanding anything



mentioned in this clause, the Managing Director will be entitled to a minimum guaranteed bonus of Rs.30.5 Lakhs for the FY 2021-22.

Perquisites:

Mr. Thompson Gnanam will be entitled to receive various perquisites like company allotted car and driver as per Company's policy, car petrol and maintenance cost at actuals not exceeding Rs.5 Lakhs, group life insurance sum assured not exceeding Rs.3 crores, personal accident insurance sum assured not exceeding Rs.3.5 Crores, Group Health Insurance (self + family) sum assured not exceeding Rs.25 Lakhs, one club membership not exceeding Rs.15 Lakhs during the contract period including corporate membership initiation Fees (Membership valid for 10 years) and annual fees for 5 years, home furnishing allowance of Rs.15 Lakhs during the contract period and one Company provided telephone at residence at actuals, provided that the total value of all the perquisites as defined under Income Tax Act, 1961 received in a year shall not exceed 50% of the above referred annual remuneration payable to Mr. Thompson Gnanam for that year.

Stock Options:

Mr. Thompson Gnanam shall be eligible to participate in the Company's Employees Stock Option Scheme 2018 ("ESOS 2018") and shall be entitled to exercise stock options if any granted to him in accordance with the terms of the ESOS 2018. He shall further be entitled to receive and exercise any such stock options as approved by the Nomination and Remuneration Committee from time to time along with any other benefits after exercise of such stock options provided under ESOS 2018 of the Company.

RESOLVED FURTHER THAT the engagement of Mr. Thompson Gnanam as a Managing Director and Global CEO may be discontinued at the option of the Company or Mr. Thompson only after giving a notice of 6 (six) months.

RESOLVED FURTHER THAT all other terms and conditions of appointment and remuneration including notice period, compensation for loss of office shall be contained in a contract to be executed between the Company and Mr. Thompson Gnanam, subsequent to approval of the Members of the Company and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Act, subject to the conditions prescribed therein and as may be agreed to by the Board of Directors and Mr. Thompson Gnanam.

RESOLVED FURTHER THAT subject to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and Articles of Association of the Company and subject to approval of the lenders, if required, consent of the Members be and is hereby accorded to pay the remuneration mentioned above to Mr. Thompson Gnanam despite inadequacy of profits in any financial year and/or to pay the remuneration mentioned in the foregoing resolution to Mr. Thompson Gnanam in excess of the limits prescribed in Section II of Part II of Schedule V of the Act including any modification(s) thereto.



RESOLVED FURTHER THAT Mr. Thompson Gnanam shall not retire by rotation during his tenure, provided however that, if at any time, the number of Directors as are not subject to retirement by rotation exceeds one-third of the total number of Directors for the time being, then Mr. Thompson Gnanam, if holding longest office among Whole-time Directors, shall be liable to retire by rotation in accordance with the provisions of Article 162(b) of the Articles of Association of the Company to the intent that such number of Directors shall not exceed one-third of the total number of Directors for the time being, provided further that if Mr. Thompson Gnanam is re-appointed as a Director immediately on such retirement, he shall continue to hold his office of the Managing Director or such other designation that he may carry, and such re-appointment will not be deemed to constitute a break in his appointment as Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof, be and is hereby authorized to decide at its absolute discretion from time to time, all the terms and conditions of the appointment of Mr. Thompson Gnanam, including the remuneration (salary, perquisites and bonus) payable to him, within the terms mentioned above, and obtain such approvals, as may be necessary for the purpose of payment of such remuneration, during the tenure of his appointment."

Total no. of Shareholders	2290		
Total no. of Equity Shares	268740567		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	2290	268740567
Less: Invalid e-voting <i>*(On account of not received Power of Attorney or Board Resolution of Corporates & Institutions)</i>	B	5	393585
Net e-voting (A-B)	C	2285	268346982

Summary of Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandi ng shares (3)=[(2)/ (1)]*100	No. of votes - in favour (4)	No. of votes - again st (5)	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5) /(2)]*10 0



Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional holders	24,04,33,019	4,96,49,597	20.65	4,96,49,597	0	100	0.00
Public-others	1,37,62,21,847	21,86,97,385	15.89	21,67,33,066	19,64,319	99.10	0.09
Total	1,61,66,54,866	26,83,46,982	16.60	26,63,82,663	19,64,319	99.268	0.732

Percentage of votes cast in favour: 99.268% Percentage of votes cast against: 0.732%

RESULTS:-

As the number of votes cast in favour of the Resolution are three times more than the number of votes cast against, I report that the Special Resolution as set forth in Item No. 2 of Postal Ballot Notice dated August 10, 2021 has been passed by the shareholders with requisite majority. The Special Resolution is deemed as passed on the last date of voting i.e. Sunday, September 19, 2021.

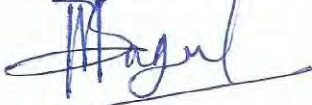
I further report that as per the Postal Ballot Notice dated August 10, 2021 and the Board Resolution dated August 10, 2021, the Chairman/ Managing Director or a person authorized by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolution referred, on September 21, 2021. The result of the Postal Ballot will be displayed on Company's website www.3i-infotech.com, as also that of the Service Provider NSDL <https://evoting.nsdl.com>. The results will also be communicated to BSE Limited and National Stock Exchange of India Limited (the stock exchanges) where the shares of the COMPANY are listed.

I further report that rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with. I further report that, the records maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them as also the RTA recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/ DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related papers are in my safe custody which will be handed over to the Company Secretary of 3i Infotech Limited after the Chairman or any authorized person considers, approves and signs the Minutes of the Postal Ballot process.



I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of your COMPANY.

Thanking You
Yours faithfully,
For BNP & Associates
COMPANY SECRETARIES
[Firm Regn. No. P2014MH037400]



Avinash Bagul
Partner
FCS- 5578 /COP-19862
UDIN: - F005578C000978660
Place: Mumbai
Dated: 21st September, 2021



The following were the witnesses to the unblocking of e-voting, on Sunday dated 19th September, 2021 on closure of e-voting period.

1. Ms. Navneet Bathla

2. Ms. Kavita Shah

Signature _____

Signature _____

I have received the report:

Signature _____

Summary of the votes cast for the matters placed for consideration of the shareholders

Details	Ordinary/ Special	Res No	Mode of voting	FAVOUR				AGAINST			VALID VOTES POLLED		Abstained/ Invalid Shareholders	Invalid shares/abstained shares	
				No of Share holders	Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Share holders			shares
Appointment of Mr. Avtar Singh Monga (DIN- 00418477) as an Independent Director of the Company for a term of 5 (five) years effective April 1, 2021	Special	1	E-voting	2286	268642941	2091	266225904	99.245	190	2024052	0.755	2281	268249356	5	993585
			TOTAL	2286	268642941	2091	266225904	99.245	190	2024052	0.755	2281	268249356	5	993585
Appointment of Mr. Thompson Gnanam (DIN - 07865431) as a Managing Director and Global CEO and approval for payment of remuneration as Managing Director and Global CEO	Special	1	E-voting	2290	268740567	2078	266382663	99.268	207	1964319	0.732	2285	268346982	5	993585
			TOTAL	2290	268740567	2078	266382663	99.268	207	1964319	0.732	2285	268346982	5	993585



[Handwritten signature]



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CERTIFIED COPY OF THE RESOLUTION DEEMED TO BE PASSED BY THE MEMBERS OF 3i INFOTECH LIMITED THROUGH POSTAL BALLOT ON SEPTEMBER 19, 2021 RESULTS OF WHICH WERE DECLARED ON SEPTEMBER 21, 2021

Appointment of Mr. Avtar Singh Monga (DIN- 00418477) as an Independent Director of the Company for a term of 5 years effective April 1, 2021

“RESOLVED THAT subject to provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI LODR’**) and pursuant to the recommendations of the Nomination & Remuneration Committee and that of the Board of Directors thereof, Mr. Avtar Singh Monga (DIN-00418477), who was appointed as an Additional Director (designated as an Independent Non-Executive Director effective April 1, 2021 and who holds office till the date of the ensuing Annual General Meeting in terms of Section 161 of the Act) and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose Mr. Avtar Singh Monga as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director for a period of 5 years effective April 1, 2021 to March 31, 2026.

RESOLVED FURTHER THAT pursuant to provisions of the Act, Mr. Avtar Singh Monga shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Thompson Gnanam, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Certified True Copy
For 3i Infotech Limited

Rajeev Limaye
Company Secretary



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CERTIFIED COPY OF THE RESOLUTION DEEMED TO BE PASSED BY THE MEMBERS OF 3i INFOTECH LIMITED THROUGH POSTAL BALLOT ON SEPTEMBER 19, 2021 RESULTS OF WHICH WERE DECLARED ON SEPTEMBER 21, 2021

Appointment of Mr. Thompson Gnanam (DIN – 07865431) as a Managing Director and Global CEO and approval for payment of remuneration as Managing Director and Global CEO

“RESOLVED THAT subject to the provisions of Sections 161, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and such other sanctions and approvals, as may be necessary and as per the recommendations of the Nomination and Remuneration Committee and the Board of Directors thereof, Mr. Thompson Gnanam (DIN -07865431) be and is hereby appointed as Managing Director & Global CEO of the Company for a period of 5 (five) years with effect from April 1, 2021 on the following terms:

Annual Remuneration:

The annual remuneration exclusive of perquisites and other allowances would be in the range of Rs.12,200,000 to Rs.20,000,000. Such annual remuneration will include base salary and provident fund contribution.

Additionally, he will be eligible for perquisites and other benefits, details of which are given below.

Target bonus:

An amount not exceeding 50% of his total fixed pay or any such amount, as may be determined by the Board of Directors or any committee thereof, based on achievement of such performance parameters as may be laid down from time to time.

The Target Bonus mentioned above may be enhanced to 100% of the total fixed pay in case the Managing Director exceeds the performance parameters as laid down above by the Board.

Notwithstanding anything mentioned in this clause, the Managing Director will be entitled to a minimum guaranteed bonus of Rs. 30.5 Lakhs for the FY 2021-22.



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Perquisites:

Mr. Thompson Gnanam will be entitled to receive various perquisites like company allotted car and driver as per Company's policy, car petrol and maintenance cost at actuals not exceeding Rs.5 Lakhs, group life insurance sum assured not exceeding Rs.3 crores, personal accident insurance sum assured not exceeding Rs.3.5 Crores, Group Health Insurance (self + family) sum assured not exceeding Rs.25 Lakhs, one club membership not exceeding Rs.15 Lakhs during the contract period including corporate membership initiation Fees (Membership valid for 10 years) and annual fees for 5 years, home furnishing allowance of Rs.15 Lakhs during the contract period and one Company provided telephone at residence at actuals, provided that the total value of all the perquisites as defined under Income Tax Act, 1961 received in a year shall not exceed 50% of the above referred annual remuneration payable to Mr. Thompson Gnanam for that year.

Stock Options:

Mr. Thompson Gnanam shall be eligible to participate in the Company's Employees Stock Option Scheme 2018 ("ESOS 2018") and shall be entitled to exercise stock options if any granted to him in accordance with the terms of the ESOS 2018. He shall further be entitled to receive and exercise any such stock options as approved by the Nomination and Remuneration Committee from time to time along with any other benefits after exercise of such stock options provided under ESOS 2018 of the Company.

RESOLVED FURTHER THAT the engagement of Mr. Thompson Gnanam as a Managing Director and Global CEO may be discontinued at the option of the Company or Mr. Thompson only after giving a notice of 6 (six) months.

RESOLVED FURTHER THAT all other terms and conditions of appointment and remuneration including notice period, compensation for loss of office shall be contained in a contract to be executed between the Company and Mr. Thompson Gnanam, subsequent to approval of the Members of the Company and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Act, subject to the conditions prescribed therein and as may be agreed to by the Board of Directors and Mr. Thompson Gnanam.

RESOLVED FURTHER THAT subject to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and Articles of Association of the Company and subject to approval of the lenders, if required, consent of the Members be and is hereby accorded to pay the remuneration mentioned above to Mr. Thompson Gnanam despite inadequacy of profits in any financial year and/or to pay the remuneration mentioned in the foregoing resolution to Mr. Thompson Gnanam in excess of the limits prescribed in Section II of Part II of Schedule V of the Act including any modification(s) thereto.



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RESOLVED FURTHER THAT Mr. Thompson Gnanam shall not retire by rotation during his tenure, provided however that, if at any time, the number of Directors as are not subject to retirement by rotation exceeds one-third of the total number of Directors for the time being, then Mr. Thompson Gnanam, if holding longest office among Whole-time Directors, shall be liable to retire by rotation in accordance with the provisions of Article 162(b) of the Articles of Association of the Company to the intent that such number of Directors shall not exceed one-third of the total number of Directors for the time being, provided further that if Mr. Thompson Gnanam is re-appointed as a Director immediately on such retirement, he shall continue to hold his office of the Managing Director or such other designation that he may carry, and such re-appointment will not be deemed to constitute a break in his appointment as Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof, be and is hereby authorized to decide at its absolute discretion from time to time, all the terms and conditions of the appointment of Mr. Thompson Gnanam, including the remuneration (salary, perquisites and bonus) payable to him, within the terms mentioned above, and obtain such approvals, as may be necessary for the purpose of payment of such remuneration, during the tenure of his appointment.”

Certified True Copy
For 3i Infotech Limited

Rajeev Limaye
Company Secretary