

3i Infotech®

LIMITLESS EXCELLENCE

July 23, 2020

BSE Limited
Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400001
Security Code: 532628

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, Block G
Bandra Kurla Complex,
Mumbai - 400051
Scrip code: 3IINFOTECH

Dear Sir,

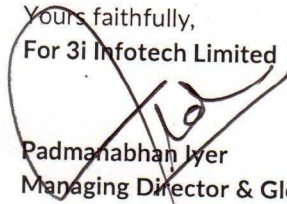
Sub: Report of Scrutinizer and Voting Results of the Meeting of Equity Shareholders of 3i Infotech Limited ("Company") convened and held on July 21, 2020 as per the directions of the National Company Law Tribunal, Special Bench, Mumbai in connection with Scheme of Arrangement between 3i Infotech Limited and its Shareholders under Sections 230-232 of the Companies Act, 2013 ("Meeting")

Further to our intimation dated July 21, 2020, please find enclosed herewith voting results of remote e-voting and e-voting during the Meeting pursuant to Regulation 44 of SEBI (Listing Obligations and Requirements) Regulations, 2015, along with Scrutinizer's report, on the agenda item of approval of the proposed Scheme of Arrangement of between 3i Infotech Limited and its Shareholders under Sections 230-232 of the Companies Act, 2013.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For 3i Infotech Limited


Padmanabhan Iyer
Managing Director & Global CEO



Encl: As above

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

3i Infotech Limited

CIN: L67120MH1993PLC074411

T: +91 22 7123 8000 F: +91 22 7123 8310 W: www.3i-infotech.com

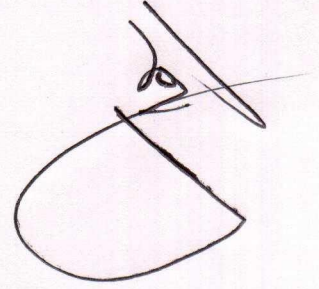
A: Tower # 5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai-400 703, India

Name of Company	3i Infotech Limited
Date of Tribunal Convened Meeting Results	July 23, 2020
Date of Tribunal Convened Meeting of Equity Shareholders	July 21, 2020
Total number of shareholders on record date (July 3, 2020)	167,842
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	69
No. of shareholders who attended the meeting through video conferencing:	
Promoters and Promoter Group:	Not Applicable
Public:	69

Resolution No.		1											
Resolution required : (Ordinary/Special)		To approve with or without modification, the proposed Scheme of Arrangement between 3i Infotech Limited and its equity shareholders.											
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	(3)	(4)	(5)	(6)	(7)
		(1)	(2)	$[(2)/(1)]*100$			$[(4)/(2)]*100$	$[(5)/(2)]*100$					
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-	-
Public - Institutions	E-Voting	521,540,592	372,031,879	71.33	330,345,534	41,686,345	88.79	11.21					
	Poll	-	-	-	-	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-
	Total	521,540,592	372,031,879	71.33	330,345,534	41,686,345	88.79	11.21					
Public - Non Institutions	E-Voting	1,095,114,274	364,877,758	33.32	364,580,310	297,448	99.92	0.0815					
	Poll	-	-	-	-	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-
	Total	1,095,114,274	364,877,758	33.32	364,580,310	297,448	99.92	0.0815					
Total		1,616,654,866	736,909,637	45.58	694,925,844	41,983,793	94.303	5.697					

For 3i Infotech Limited

Padmanabhan Iyer
Managing Director & Global CEO




Details of Abstain Votes		Note :	Resolution 1
Category	No. of Votes	Nitin Kumar Gupta - 120816002220967 - PN	200
Promoter & Promoter Group	Nil		
Public Institutions	Nil		
Public - Non Institutions	1		

SCRUTINIZER'S REPORT

To,

Mr. Padmanabhan Iyer

Chairperson appointed for the Meeting of Equity Shareholders of **3i Infotech Limited** (CIN:- L67120MH1993PLC074411) convened by the National Company Law Tribunal, Special Bench, Mumbai pursuant to order dated June 1st, 2020 (the "Order") passed in Company Application (CAA) No. 992/MB/2020

Report of Scrutinizer on Remote e- Voting process and e- voting conducted during the Meeting of Equity Shareholders of 3i Infotech Limited (the "Company"/ the "Applicant Company") convened by National Company Law Tribunal (NCLT), Special Bench, Mumbai (the "Tribunal") held on Tuesday, July 21st, 2020 at 02:00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') (hereinafter the referred to as "Meeting").

Ref:- Scheme of Arrangement between the Company and its Shareholders pursuant to the provisions of Section 230 (1) and Section 230 (6) read with Section 232 (1) of the Companies Act, 2013 (the "Act").

Dear Sir,

I, Avinash Bagul , Partner, BNP & Associates, Company Secretaries, have been appointed by the Hon'ble Mumbai Bench of NCLT vide its order dated June 1st, 2020 passed pursuant to the Company Application (CAA) No. 992/MB/2020 as Scrutinizer for the purpose of conducting Remote e-voting prior to the meeting and e-voting at the deemed venue of the Meeting of Equity Shareholders of the Company held on Tuesday, July 21st, 2020 at 02:00 p.m. through VC/ OAVM, on the resolution seeking approval of Equity shareholders for the proposed Scheme of Arrangement between the Company and its Equity Shareholders in terms of the Notice dated June 15th, 2020 (the "Notice") convening the meeting.

I hereby submit my report as follows:

1. Cut – off Date

Notices were issued to Equity shareholders whose names were appearing in Register of Members/ list of Beneficial owners as on **Friday, June 5th, 2020** and Voting rights were reckoned as on **Friday, July 3rd, 2020**, being the cut- off date for the purpose of deciding the entitlements of members to vote through Remote e- voting and voting during the Meeting.

2. Remote e- voting and e voting during the Meeting

2.1 Agency

The Company has appointed National Securities Depository Limited (“NSDL”) as the agency for providing the Remote e- voting platform prior to the Meeting and electronic voting facility during the Meeting.

2.2 Remote e- voting period

The voting period for Remote e-voting commenced on Saturday, July 4th, 2020 (9.00 a.m. IST) and ended on Monday, July 20th, 2020 (5.00 p.m. IST).

2.3 Accordingly, after the closure of the remote e- voting process at 05:00 p.m., on July 20th, 2020, I downloaded the file containing names, DP ID & Client ID, Folios and shareholding of the members who cast their votes through Remote e- voting and shared the file with Registrar and Transfer Agent of the Company (“RTA”).

3. Public Advertisement

The Company has also published, a public Notice convening the said Meeting in “Business Standard” English Newspaper, and in “Navshakti.”, Marathi Newspaper having wide circulation in the state of Maharashtra, in the editions dated June 18th, 2020 and June 19th, 2020 respectively.

4. Serving of Notice

4.1 In Compliance with the Tribunal order dated June, 1st, 2020, Notices were sent via electronic mode by NSDL, the System Provider to 1,28,723 Equity 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 (‘CDSL’) as on Friday, June 5th, 2020 (“cut-off” date for sending Notice). The process of serving of Notice was completed on June 17th, 2020. As per the information provided by the Service Provider, NSDL, out of the e-mails sent, initial bounce was 18,863. Subsequently, the Company had arranged to re-send electronically the Notice to the bounced cases through NSDL, after which the bounce count was 13,781.

4.2 As on May 31st, 2020, there were 25 Preference Shareholders as per the records of the Company. The Company has, by way of email, through NSDL on June 18th, 2020, issued separate Notices dated June 17th, 2020 seeking representations, if any, to its Preference Shareholders as on May 31st, 2020, whose email addresses were available in the records of the Company. As on the date of the report, no representations have been received by the Company.

4.3 As on May 31st, 2020, there were 26 Secured Creditors as per the records of the Company. The Company has, by way of email, through NSDL on June 18th, 2020, issued separate Notices dated June 17th, 2020 seeking representations, if any, to its Secured Creditors as on May 31st, 2020, whose email addresses were available in the records of the Company. As on the date of the report, no representations have been received by the Company.

As on May 31st, 2020, there were 571 Unsecured Creditors as per the records of the Company. The Company has, by way of email, through NSDL on June 19th, 2020, issued separate notices dated June 19th, 2020 seeking representations, if any, to the Unsecured Creditors of the Company whose email addresses were available in the records of the Applicant Company. In compliance of the said Order, the Applicant Company has uploaded a copy of the notice pursuant to Section 230(3) on its website for the purpose of dissemination of information specifically for those Unsecured Creditors whose email addresses were not available with the Applicant Company or who had not received the said notice. A copy of the aforesaid notice can be accessed by visiting the following website link: <https://www.3i-infotech.com/wp-content/uploads/downloads/2020/06/Notice-to-Unsecured-Creditors.pdf>. As on the date of the report no representations have been received by the Company.

4.4 The Company has served Notice to the (i) Regional Director (Western Region), Ministry of Corporate Affairs, Mumbai (ii) Registrar of Companies, Maharashtra, Mumbai (iii) Deputy Commissioner of Income Tax, Mumbai (iv) BSE Limited (v) National Stock Exchange of India Limited and (vi) Securities and Exchange Board of India, Mumbai. As on the date of the report no representations have been received by the Company from them.

4.5 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 (EVEN): [112987](http://www.evoting.nsdl.com)**.

5. E- voting at the meeting

After the announcement was made by the Chairperson appointed for the meeting, members present at the meeting and who had not cast their vote earlier through Remote e-voting, voted through the electronic voting facility provided by NSDL.

6. Submission of Compliance Report

6.1 The Chairperson has submitted a compliance report on July 13th, 2020, to the Tribunal, stating that the directions in the Order have been duly complied with.

6.2 The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to Remote e-voting prior to the meeting and e-voting during the Meeting on the resolution contained in the Notice of the Meeting.

My responsibility as Scrutinizer for the Remote e-voting and e-voting at the Meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution.

7 . Resolution: To approve the Scheme of Arrangement between the Company and its shareholders pursuant to provisions of Section 230 (1) and Section 230 (6) read with Section 232 (1) of the Companies Act, 2013

l) Item No. 1 of the Notice

“RESOLVED THAT pursuant to the provisions of Sections 230(1) read with Section 232(1) of the Companies Act, 2013, the Scheme of Arrangement between 3i Infotech Limited and its shareholders presented in Company Application (CAA) No. 992/MB/2020 filed by 3i Infotech Limited before the Hon'ble National Company Law Tribunal, Special Bench, Mumbai (“Tribunal”), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of 3i Infotech Limited (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted by the Board or any other person authorized by it to exercise its power including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to the above resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which the Company may deem appropriate or which may be required and/or imposed by the Hon'ble Tribunal or its appellate authority(ies)/while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme of Arrangement, as the Board may deem fit and proper.”

8. Counting Process

8.1 On completion of voting at the meeting, NSDL provided me with the list of members present at the meeting, who had cast their votes, their holding details as well as details of vote/s cast on the resolution.

8.2 Votes were reconciled with the records maintained by the Company and RTA with respect to authorizations lodged with the Company.

8.3 I unblocked the Remote e- voting results on the NSDL remote e-voting platform in the presence of Ms. Vidhi Doshi and Ms. Setu Doshi, who are not in employment of the Company and downloaded the Remote e- voting results.

8.4 I noted that 474 members holding 73,64,57,884 Equity shares had casted their votes through Remote e- voting facility and 12 members holding 4,51,953 Equity shares had casted their votes at the meeting. Thus, in aggregate 486 members holding 73,69,09,837 Equity shares had cast their votes.

8.5 The result of Remote e- voting provided by the Company through NSDL, on the resolution is as follows:

(a) Voted **in favour** of the resolution:

Number of members voted through Remote e- voting	% of the total number of members voted through Remote e- voting	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
386	81.43	69,44,74,891	94.30

(b) Voted **against** the Resolution:

Number of members voted through Remote e- voting	% of the total number members voted through Remote e- voting	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
88	18.57	4,19,82,793	5.70

(c) **Invalid/Abstained** votes:

Total number of Members whose votes cast through remote e- voting were found to be Invalid/ Abstained	Total number of votes cast by them
1	200

8.6 The result of **e- voting facility at the meeting** provided by the Company through NSDL, on the Resolution is as follows:

Total number of Members present at the meeting or by Authorised Representative	69
Total number of shares held by members present at the meeting or by Authorised Representative	48,22,458
Total number of Members present at the meeting or by authorised representative who cast their votes by e-voting (other than persons who had cast their votes through remote e-voting)	12
Total numbers of votes cast by Members through e-voting (in terms of shares held)	4,51,953

(a) Voted **in favour** of the Resolution:

Number of members present and voted (in person or as authorized representative)	% of the total number members present and voted (in person or as authorized representative)	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
11	91.67	4,50,953	99.78

(b) Voted **against** the Resolution:

Number of members present and voted (in person or by authorized representative)	% of the total number members present and voted (in person or as authorized representative)	Number of valid votes cast by them (in terms of number of shares held)	% of total number of valid votes cast (in terms of number of shares held)
1	8.33	1,000	0.22

(c) Invalid/ Abstain Votes:

Total number of Members whose votes were found to be invalid / who abstained from Voting	Total number of votes cast
0	0

9. Consolidated results of the Remote e- voting and e- voting at the deemed venue of the Meeting are as follows:

Particulars	Remote e-Voting		E- Voting at the Tribunal Convened Meeting		Total	
	Number of Members	Number of votes cast by them	Number of Members	Number of votes cast by them	Number of Members	Number of votes cast by them
Total Valid Votes	474	73,64,57,684	12	4,51,953	486	73,69,09,637
Total votes cast in favour of the Resolution	386	69,44,74,891	11	4,50,953	397	69,49,25,844
% of Votes cast in favour	81.43	94.30	91.67	99.78	81.69	94.30
Total votes Cast against the Resolution	88	4,19,82,793	1	1,000	89	4,19,83,793
% of votes cast against	18.57	5.70	8.33	0.22	18.31	5.70

10. Result:-

As mentioned in the Notice to the shareholders, in accordance with the provisions of Sections 230-232 of the Act, the Scheme of Arrangement shall be considered approved by the Equity Shareholders only if approved by majority of persons representing three-fourth in value of the members, of the Applicant Company, voting in person through VC/OAVM or by remote e-voting.

As per the scrutiny of votes cast in respect of the resolution by Remote e- voting and by e- voting at the Meeting, the resolution is deemed to have been passed as per the above mentioned criteria. The deemed date of approval of the resolution will be the date of the Tribunal convened meeting i.e. July 21st, 2020.

I thank you for the opportunity given, to act as a Scrutinizer for the above-mentioned Tribunal convened meeting process of your Company.

Thanking You

Yours faithfully,

For **BNP & Associates**
COMPANY SECRETARIES
[Firm Regn. No. P2014MH037400]

Avinash Bagul
Partner (and Scrutinizer appointed by the Tribunal for the Meeting of the Equity Shareholders)
FCS- 5578 /COP-19862

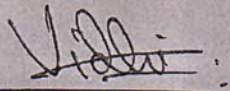
Place: Mumbai

Dated: July 23rd, 2020

The following were the witnesses to the unblocking of Remote e-voting, on 21 JUL 2020 on closure of e-voting period.

1. Ms. Vidhi Doshi

2. Ms. Setu Doshi

Signature 

Signature 

I have received the report:

Signature 

Padmanabhan Iyer
Managing Director & Global CEO and Chairperson appointed by the Tribunal for the Equity Shareholders Meeting

Final tally of the votes cast for the matters placed for consideration of the shareholders

Details	Ordinary/ Special	Res No	Mode of voting	No of Share holders	FAVOUR			AGAINST			VALID VOTES POLLED		Abstained/ invalid Shareholders	Invalid shares/abstained shares i.e. Less voted	
					Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Share holders			shares
To approve Scheme of Arrangement between the Company and its Equity Shareholders under Section 230 (1) and Section 232 (6) of the Companies Act, 2013			Remote E- voting	474	736457884	386	694474891	94.299	88	41982793	5.701	474	736457684	1	200
	Special	1	E-voting	12	451953	11	450953	99.779	1	1000	0.221	12	451953	0	0
			TOTAL	486	736909837	397	694925844	94.303	89	41983793	5.697	486	736909637	1	200