



3i Infotech®
LIMITLESS EXCELLENCE

December 13, 2019

BSE Limited
Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400001
Security Code: 5322628

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

**Sub: Disclosure of Voting Results of 26th Annual General Meeting (AGM) of members of the Company held on
December 12, 2019**

Re: Regulation 44(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that the 26th Annual General Meeting (AGM) of the Company was held on December 12, 2019 at Arya Samaj Hall, Plot No.6, Sector 9A, Vashi, Navi Mumbai – 400 703.

The details of voting results in the format prescribed under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizers report is enclosed herewith.

Request you to take this on record.

Thanking you,

Yours faithfully,

For 3i Infotech Limited

Rajeev Limaye
Company Secretary



Encl: - As above

Date of Annual General Meeting Results

December 13, 2019

Total number of shareholders on record date (December 6, 2019)

157,629

No. of shareholders present in the meeting either in person or through proxy

Promoters and Promoter Group :

Not Applicable

Public :

57

No of shareholders who attended the meeting through video conferencing:

0

Promoters and Promoter Group :

0

0

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, 2019 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) $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) $\frac{(4)}{(2)} \times 100$	(7) $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	554,480,140	13,707,422	2.47	13,707,422	-	7.40	-
	Poll	-	171,505,535	30.93	171,505,535	-	92.599	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	554,480,140	185,212,957	33.40	185,212,957	-	100.00	-
Public - Non Institutions	E-Voting	1,062,164,722	71,447,339	6.73	71,443,772	3,567	99.326	0.0050
	Poll	-	481,418	0.05	481,418	-	0.669	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,062,164,722	71,928,757	6.77	71,925,190	3,567	100.00	0.00
	Total	1,616,644,862	257,141,714	15.91	257,138,147	3,567	99.999	0.001



Resolution required : (Ordinary/Special)

Item No.2 - To appoint a Director in place of Ms. Anjoo Navalkar (DIN- 00270356), who retires by rotation and, being eligible, offers herself 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) $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) $\frac{(4)}{(2)} \times 100$	(7) $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	554,480,140	13,707,422	2.47	13,707,422	-	7.401	-
	Poll	-	171,505,535	30.93	171,505,535	-	92.60	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	554,480,140	185,212,957	33.40	185,212,957	-	100.00	-
Public - Non Institutions	E-Voting	1,062,164,722	71,444,189	6.73	62,163,900	9,280,289	86.428	12.903
	Poll	-	481,418	0.05	481,418	-	0.669	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,062,164,722	71,925,607	6.77	62,645,318	9,280,289	87.097	12.903
	Total	1,616,644,862	257,138,564	15.91	247,858,275	9,280,289	96.391	3.609



Resolution required : (Ordinary/Special)

Item No.4 - Renewal of the resolution passed by the Members on March 18, 2016 (renewed on May 21, 2017 and July 31, 2018) in relation to issue of Equity Shares against conversion of a portion of the outstanding amounts due to the DRS Lenders and ratifications of the actions taken pursuant thereto.

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
	E-Voting	(1)	(2)	(3)	(4)	(5)	(6)	(7)
				$\frac{(2)}{(1)} \times 100$			$\frac{(4)}{(2)} \times 100$	$\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	554,480,140	13,707,422	2.47	13,707,422	-	7.40	-
	Poll	-	171,505,535	30.93	171,505,535	-	92.60	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	554,480,140	185,212,957	33.40	185,212,957	-	100.00	-
Public - Non Institutions	E-Voting	1,062,164,722	71,444,289	6.73	70,907,399	536,890	98.584	0.746
	Poll	-	481,418	0.05	481,418	-	0.669	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,062,164,722	71,925,707	6.77	71,388,817	536,890	99.254	0.746
		1,616,644,862	257,138,664	15.91	256,601,774	536,890	99.791	0.209

Category	No. of Votes	Note :	Resolution 1	Resolution 2	Resolution 3	Resolution 4
Promoter & Promoter Group	Nil	JITENDRA CHARANDAS VED (PN) IN30154954291769 RAVI RANJAN KUMAR (PN) 1208160010155377	18,050	18,050	18,050	18,050
Public Institutions	Nil	VIKAS CHANDRAKANT DAKWE (PN) IN30018313304347 CELESTINE ELIZABETH MASCARENHAS (PN) 1205140000090218	30,000	30,000	30,000	30,000
Public - Non Institutions	48105		5	5	5	5



Combined Scrutinizer's Report on Remote E-voting & Voting by ballot paper conducted at the 26th Annual General Meeting of 3i Infotech Limited held on Thursday, December 12, 2019

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

26th Annual General Meeting (AGM) of the Equity Shareholders of 3i Infotech Limited held on Thursday, December 12, 2019 at 4:00 p.m. at Arya Samaj Hall, Plot No. 6, Sector 9A, Vashi, Navi Mumbai - 400 703

Sub: Passing of Resolution(s) through Remote e-voting and voting by ballot Paper at the venue of 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 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 17th October, 2019, has appointed us as the Scrutinizer for the Remote E-voting process and voting by Ballot Paper at the venue of 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 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 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 26th AGM of 3i Infotech Limited, which was held on Thursday, December 12, 2019.
- 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.

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- The internal cut-off date for the dispatch of the Notice of the AGM was November 1, 2019 and as on that date, there were 1,57,918 Members of the 3i Infotech. The Company had sent the Notices of the AGM along with Annual Report and E-voting details by email to 1,21,718 members whose email Id was made available by the two Depositories and for those members, holding in physical form, who had registered their email Id with the Company. In respect of 36,200 cases, the Notices of the AGM, along with Annual Report and E-voting details were sent in physical form through courier/speed post of which 35,936 were sent through courier and 264 through speed post. In respect of 14,084 cases, where the transmissions through email had failed, the Company had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by Courier/Registered Post/speed post.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, 3i Infotech also released an advertisement, which was published 21 days before the date of the AGM in English in The Free Press Journal newspaper dated November 19, 2019 and in Marathi in Navshakti newspaper dated November 19, 2019. 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.
- 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 **Friday, December 6, 2019.**
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days i.e. from **Monday, December 9, 2019 at 9:00 a.m. (0900 hours) Indian Standard Time (IST) to Wednesday, December 11, 2019 IST at 5:00 p.m.(1700 hours) Indian Standard Time (IST).**
- At the end of the remote e-voting period on Wednesday, December 11, 2019 at 5:00 p.m. IST (1700 hours), the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 26th AGM of 3i Infotech held on Thursday, December 12, 2019, the facility to vote through physical ballot papers was made available to the members of the Company present at the Meeting and who had not cast their votes earlier through remote e-voting.
- On Thursday, December 12, 2019, after tabulating the votes casted at the AGM, the votes casted through Remote E-voting facility were duly unblocked by us as a scrutinizier in the presence of Ms. Madhushree Dessai and Ms. Vidhi Doshi who acted as the witnesses, as prescribed in sub Rule 4(xii) of the said Rule 20.



- Thereafter, we as a scrutimizer duly compiled the details of Remote E-Voting carried out by the Members and the voting done through ballot paper at the venue of 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 Ballot Paper are as under:

Details	Remote E-voting	Voting by Ballot Paper at the AGM	Total voting
Number of members who cast their votes	136	39	175
Total number of Shares held by them	8,51,54,761	17,20,35,058	25,71,89,819
Valid votes	As per details provided under each of the Resolution(s) mentioned hereunder		
Abstained	Various as mentioned under each of the Resolution(s)		

Notes:

1. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and voting by the way of Ballot Paper at the venue of the AGM.
2. Break up of votes cast through remote e-voting and voting by the way of ballot Paper at the venue of the AGM for each resolution of the Notice is given in a separate sheet attached.



ORDINARY BUSINESS

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

Adoption of the audited financial statements (including audited consolidated financial statements) of the Company for financial year ended March 31, 2019 together with the Report of the Directors and Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	25,71,38,147	99.999	3,567	0.001	48,105

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

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

Re-appointment of Ms. Anjoo Navalkar (DIN: 00270356), who retires by rotation and being eligible, offers herself for re-appointment

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	24,78,58,275	96.391	92,80,289	3.609	51,255

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



SPECIAL BUSINESS

III) Item No. 3 of the Notice (As a Special Resolution):

Approval for payment of remuneration to Mr. Padmanabhan Iyer (DIN-05282942) as the Managing Director and Global CEO for period from August 11, 2019 to August 10, 2021

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	23,26,02,500	95.552	1,08,28,742	4.448	1,37,58,577

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

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

Renewal of the resolution passed by the Members on March 18, 2016 (renewed on May 21, 2017 and July 31, 2018) in relation to issue of Equity Shares against conversion of a portion of the outstanding amounts due to the DRS Lenders and ratifications of the actions taken pursuant thereto

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	25,66,01,774	99.791	5,36,890	0.209	51,155

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



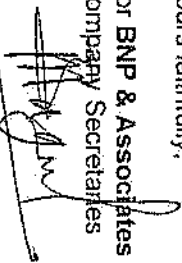
All the Resolutions mentioned in the AGM Notice dated 17th October, 2019 as per the details given above stand passed under Remote e-voting and voting conducted at AGM by way of physical ballot paper with the requisite majority and deemed to be passed as on the date of the AGM.

We hereby confirm that we are maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote e-voting and by way of voting through physical ballot paper at the meeting of the Members of the Company. All relevant records relating to e-voting and Voting by Ballot Paper is under our safe custody and will be handed over to the Company Secretary for safe keeping, after the AGM Minutes are signed.

Thanking you,

Yours faithfully,


For BNP & Associates
Company Secretaries




CS Avinash Bagul
Partner
FCS No.:- 5578
COP No.:-19862
Place: Mumbai
Date: December 13, 2019



Witnesses:

1. 
.....
Ms. Madhushree Dessai

2. 
.....
Ms. Vidhi Doshi

Countersigned and received the report:


.....
Signed by Mr. Rajeev Limaye
Authorized by the Board

Place: Mumbai
Date: December 13, 2019