



December 16, 2021

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: 3IINFOLD

Sub: Report of Scrutinizer and Voting Results of the 28th Annual General Meeting of Equity Shareholders of 3i Infotech Limited (“Company”) convened and held on December 15, 2021 at 2:00 p.m. through video conferencing (“VC”)/Other Audio Visual Means (“OAVM”)

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

This is to inform you that the 28th Annual General Meeting (AGM) of the Company was held on Wednesday, December 15, 2021 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 pursuant to Regulation 44 of SEBI (Listing Obligations and Requirements) Regulations, 2015, along with Scrutinizer’s Report.

Request you to take this on record.

Thanking you,

Yours faithfully,

For **3i Infotech Limited**

Varika Rastogi
Company Secretary
Encl: - As above

Date of Annual General Meeting	December 15, 2021
Total number of shareholders on record date (December 08, 2021)	3,63,444
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	Not Applicable
Public	
No of shareholders who attended the meeting through video conferencing:	
Promoters and Promoter Group	Not Applicable
Public	60
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, 2021 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)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	2,09,70,900	48,036	0.23	48,036	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2,09,70,900	48,036	0.23	48,036	-	100.00	-
Public - Non Institutions	E-Voting	14,37,00,907	1,94,44,568	13.53	1,92,88,243	1,56,325	99.20	0.80
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	14,37,00,907	1,94,44,568	13.53	1,92,88,243	1,56,325	99.20	0.80
Total		16,46,71,807	1,94,92,604	11.84	1,93,36,279	1,56,325	99.20	0.80

Resolution required : (Ordinary/Special)

Item No.2 - To appoint a Director in place of Mr. Pravir Kumar Vohra (DIN- 00082545), 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)	$\frac{(3)}{((2)/(1))*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	2,09,70,900	48,036	0.23	-	48,036	-	100.00
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2,09,70,900	48,036	0.23	-	48,036	-	100.00
Public - Non Institutions	E-Voting	14,37,00,907	1,92,80,073	13.42	16,18,191	1,76,61,882	8.39	91.61
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	14,37,00,907	1,92,80,073	13.42	16,18,191	1,76,61,882	8.39	91.61
Total		16,46,71,807	1,93,28,109	11.74	16,18,191	1,77,09,918	8.37	91.63

Resolution required : (Ordinary/Special)

Item No.3 - To re-appoint M/s. GMJ & Co. as a Statutory Auditor of the Company

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)	$\frac{(3)}{((2)/(1))*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	2,09,70,900	48,036	0.23	48,036	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	2,09,70,900	48,036	0.23	48,036	-	100.00	-
Public - Non Institutions	E-Voting	14,37,00,907	1,92,89,691	13.42	1,92,81,506	8,185	99.96	0.04
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	14,37,00,907	1,92,89,691	13.42	1,92,81,506	8,185	99.96	0.04
Total		16,46,71,807	1,93,37,727	11.74	1,93,29,542	8,185	99.96	0.04

Details of Invalid Votes		Note :	Resolution 1	Resolution 2	Resolution 3		
Category	No. of Votes - Shares	VIJIT GLOBAL SECURITIES PRIVATE LIMITED 1201700000115096	4,05,000	4,05,000	4,05,000		
Promoter & Promoter Group	Nil	SPDR SP EMERGING MARKETS SMALL CAP ETF IN30014220772140	2,00,000	2,00,000	2,00,000		
Public Institutions	2	PUNJAB NATIONAL BANK IN30081210501028	10,33,634	10,33,634	10,33,634		
Publi - Non Institutions	2	SUBH LABH BUILDTECH PRIVATE LIMITED IN30210510857809	4,431	4,431	4,431		
Total			16,43,065	16,43,065	16,43,065		

**COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING CONDUCTED BEFORE
AND AT THE 28TH ANNUAL GENERAL MEETING OF
3i INFOTECH LIMITED HELD ON WEDNESDAY, DECEMBER 15, 2021**

To,

**The Chairman
3i Infotech Limited,
Tower # 5, International Infotech Park,
Vashi Station, Complex,
Navi Mumbai - 400 703, Maharashtra**

**28th Annual General Meeting of the Equity Shareholders of 3i Infotech Limited (AGM)
held on Wednesday, December 15, 2021 by means of Video Conferencing (VC) / Other
Audio Visual Means (OAVM) commenced at 2.00 PM (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, General Circular Nos. 20/2020 and 02/2021 dated May 5, 2020 and January 13, 2021 respectively, read with circulars dated April 8, 2020 and April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 issued by the Ministry of Corporate Affairs Government of India, (MCA) and in accordance with the circulars dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) commonly referred to as "Applicable Circulars" and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

The Board of Directors of 3i Infotech Limited (*hereinafter referred to as the "Company"*) at its meeting held on November 08, 2021 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the electronic voting conducted at the Annual General Meeting (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 SEBI Listing Regulations 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. The Applicable Circulars provide for relaxation in the manner in which the AGM to be convened including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONA VIRUS) pandemic.



I say that, I am 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 AGM Notice, the proceedings of the 28th 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 had appointed National Securities Depository Limited ("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 Company is a SEBI Registered, Category I Share Transfer Agent and handles all Registrar and Transfer Agents' work in-house. The Company has adequate infrastructure to service its Shareholders.
- The Service Provider had provided a system for recording the votes of the Members electronically through remote e-voting as well as at the meeting on all the items of the business sought to be transacted at the 28th Annual General Meeting ('AGM') of the Company, which was held on Wednesday, December 15, 2021.
- For Individual Shareholders, electronic voting facility was provided through IDeAS for NSDL and Easi/ Easiest for CDSL.
- For other shareholders, the Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsd.com/> The Company had uploaded all the items of the business to be transacted at the **AGM** on the website of the Company as well as it's Service Provider, and also on the websites of Stock Exchanges viz: BSE Limited and National Stock Exchange of India Limited to facilitate their Members to cast their vote through Remote E-Voting.
- The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made there under and SEBI Listing Regulations.
- My responsibility as the Scrutinizer of the voting process (through **E-voting**), was restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice of the AGM, based on the reports generated from the E-voting system provided by 'NSDL', the service provider.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, November 12, 2021 and as on that date, there were 359,127 Members of the Company. As mentioned in the **Applicable Circulars**, the service provider had sent the Notices of the AGM along with the Annual Report and E-voting details by email to 3,33,453 members constituting 92.85% of the total members, whose email ids were made available by the Depositories. For those Members, whose email ids were not available, or holding shares of the Company in physical form, who had not registered their email Id with the RTA, the Notices could not be sent. The Notices sent through email, mentioned the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as provided in the **Applicable Circulars**.



- As mentioned earlier, 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 8, 2021.
- The Company completed the dispatch of the notices by email to the members by November 19, 2021. The advertisement was published in English in Financial Express newspaper dated November 23, 2021 and in Marathi in 'Navshakti' newspaper dated November 23, 2021, both having wide circulation in the district where the Registered Office of the Company is situated. The Notice contained the required information as provided under clause IV (a) to (f) of the said circular.
- **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, more than 21 days before the date of the AGM in Financial Express newspaper dated November 23, 2021 and in Marathi in 'Navshakti' newspaper dated November 23, 2021 having district-wide circulation. The notice published in the newspapers had provided therein the required information, as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.
- **As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for Three days from Sunday, December 12, 2021 (9:00 a.m. IST) and ended on Tuesday, December 14, 2021 (5:00 p.m. IST).**
- **At the end of the voting period on Tuesday, December 14, 2021 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.**
- **At the 28th AGM of the Company held through VC / OAVM means, on Wednesday, December 15, 2021, after Chairman's address and considering all other items of business, replying to the shareholders' queries, the facility to vote electronically was provided, to those members who were attending the meeting through VC / OAVM and wanted to cast their votes but did not participate in the Remote E-voting earlier. On December 15, 2021, after completing proceedings of the AGM and after tabulating the votes cast electronically by the system as provided by NSDL, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Navneet Bathla and Ms. Amita Jadav 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 remote E-voting process were tabulated for ascertaining the total votes cast by the shareholders through E-voting before meeting and during the meeting, as stated above.**
- Thereafter, as a Scrutinizer, I compiled details of the Remote E-Voting carried out by the Members and the electronic voting done at the AGM, the details of which are as follows:

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



Details	Remote E-voting	Voting through electronic means at AGM	Total voting
Number of members who cast their votes	409	17	426
Total number of Shares held by them	20829295	306374	21135669
Valid votes	As per details provided under each of the Resolution(s) mentioned hereunder		
Invalid Votes	Various as mentioned under each of the Resolution(s)		

Note:

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.

ORDINARY BUSINESS

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

1. To receive, consider and adopt the Standalone Audited Financial Statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors (the "Board") and the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained votes/ Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	19336279	99.20	156325	0.80	1643065

Item 1 of Notice stands passed with the requisite majority



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

2. To appoint a Director in place of Mr. Pravir Kumar Vohra (DIN - 00082545), 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 votes/ Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	1618191	8.37	17709918	91.63	1643065

Item 2 of Notice does not stand passed with the requisite majority

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

3. To re-appoint M/s. GMJ & Co. as Statutory Auditor of the Company

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained votes/ Less Voted
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	19329542	99.96	8185	0.04	1643065

Item 3 of Notice stands passed with the requisite majority



First and Third Resolutions mentioned in the 28th AGM Notice dated November 8, 2021 as per the details provided herein above and as per the break up provided in the annexure attached stands passed with the requisite majority. The Second Resolution does not get the requisite majority, therefore does not stand passed as on the date of AGM, under Remote E-voting and E-voting conducted at the AGM electronically.

I hereby confirm that I am maintaining the soft copy of the Registers received from the Service Provider in respect of the votes cast through Remote E-Voting and voting conducted at AGM by way of electronic means by the Members of the Company. All other relevant records relating to remote e-voting and Electronic voting is under my 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**



CS Avinash Bagul
(Partner)
(FCS No. 5578 COP No. 19862)

UDIN: F005578C001793067



Place: Mumbai

Date: December 16, 2021

The following were the witnesses to the unblocking the votes cast through remote e-voting.



1. Navneet Bathla



2. Amrita Jadav

I have received the report:

Signature _____

Name: Varika Rastogi
Designation: Company Secretary

Place: Mumbai

Date: December 16, 2021

Break up of voting done by the shareholders of 3i Infotech Limited on the matters placed for their approval at the 28th AGM held on 15th December 2021

Details	Ordinary Resolution/ Special Resolution	Res No	Mode of voting		Favour			Against			Total Valid votes Cast	Abstained & Less/not voted		
			No of Share holders	Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age		Shares	No of Share holders	Shares
To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors (the "Board") and the Auditors thereon.			Remote voting	409	20829295	390	19034336	₹ 99.18	16	156325	₹ 0.82	19190661	3	1638634
	Ordinary	1	Voting at AGM	17	306374	16	301943	₹ 100.00	0	0	₹ 0.00	301943	1	4431
			TOTAL	426	21135669	406	19336279	₹ 99.20	16	156325	₹ 0.80	19492604	4	1643065
To appoint a Director in place of Mr. Pravir Kumar Vohra (DIN – 00082545), who retires by rotation and being eligible, offers himself for re-appointment.			Remote voting	404	20664800	368	1316248	₹ 6.92	33	17709918	₹ 93.08	19026166	3	1638634
	Ordinary	2	Voting at AGM	17	306374	16	301943	₹ 100.00	0	0	₹ 0.00	301943	1	4431
			TOTAL	421	20971174	384	1618191	₹ 8.37	33	17709918	₹ 91.63	19328109	4	1643065
To re-appoint M/s. GMI & Co. as Statutory Auditor of the Company			Remote voting	406	20674418	376	19027599	₹ 99.96	27	8185	₹ 0.04	19035784	3	1638634
	Ordinary	3	Voting at AGM	17	306374	16	301943	₹ 100.00	0	0	₹ 0.00	301943	1	4431
			TOTAL	423	20980792	392	19329542	₹ 99.96	27	8185	₹ 0.04	19337727	4	1643065

