



May 13, 2022

**BSE Limited**

Sir Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai – 400 001  
Security Code: 532628

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C-1, Block G  
Bandra Kurla Complex,  
Mumbai – 400 051  
Scrip code: 3IINFOLTD

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 through Postal Ballot for appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director of the Company.

Voting on the Postal Ballot has concluded on May 12, 2022 (deemed date of passing of resolution). The Members of the Company have approved the Special Resolution as embodied in the Postal Ballot Notice dated March 16, 2022, with requisite majority by remote e-voting process. Mr. Avinash Bagul, Partner, M/s BNP & Associates, Company Secretaries, the Scrutinizer appointed for the Postal Ballot has submitted his report in this regard today. Upon receipt of the report from Scrutinizer, results of the postal ballot have been announced today, i.e. on Friday, May 13, 2022.

In this regard, please find enclosed herewith the following:

1. Results of voting for Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Scrutinizer's Report dated May 13, 2022.

You are requested to take the same on record.

Thanking you.

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

**Varika Rastogi**  
Company Secretary

Encl: As Above

Date of the Postal Ballot Results May 13, 2022  
Total number of shareholders on cut off date (April 08, 2022) 3,52,786  
No. of shareholders present in the meeting either in person or through proxy Not Applicable  
Promoters and Promoter Group  
Public  
No of shareholders who attended the meeting through video conferencing: Not Applicable  
Promoters and Promoter Group  
Public

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

Item No.1 - Appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director of the Company.

Resolution required : (Ordinary/Special)

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	1,84,87,617	2,48,036	1.34	2,48,036	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,84,87,617	2,48,036	1.34	2,48,036	-	100.00	-
Public - Non Institutions	E-Voting	14,96,37,170	1,95,31,334	13.05	1,94,91,010	40,324	99.79	0.21
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	14,96,37,170	1,95,31,334	13.05	1,94,91,010	40,324	99.79	0.21
Total		16,81,24,787	1,97,79,370	11.76	1,97,39,046	40,324	99.80	0.20

Details of Invalid Votes	
Category	No. of Votes - Shares
Promoter & Promoter Group	Nil
Public Institutions	Nil
Publi - Non Institutions	1213

**SCRUTINIZER'S REPORT**

May 13, 2022

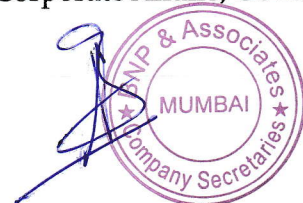
To,  
**The Chairman, Managing Director & CEO**  
3i Infotech Limited  
Tower#5,  
International Infotech Park,  
Vashi, Navi Mumbai - 400 703

**Sub.: 3i Infotech Limited - Scrutinizer's Report on Postal Ballot (E-voting) Results**

The Board of Directors of 3i Infotech Limited (*hereinafter referred to as 'the Company'*) at their meeting held on March 16, 2022 have appointed us as the Scrutinizer to conduct and scrutinize the Postal Ballot E- voting process in a fair and transparent manner in respect of all the Resolutions as circulated/ stated in the Postal Ballot Notice dated 16<sup>th</sup> March, 2022 ('**Notice**').

In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (the 'Act'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations'), the Secretarial Standard on the General Meetings ('SS-2') issued by the Institute of Company Secretaries of India read with the Circulars issued by the Ministry of Corporate Affairs in this regard, as referred herein below and any amendments thereto, the Company had provided facility for voting through - electronic means (remote E-voting) to all the Members of the Company to enable them to cast their votes only through electronically on the item mentioned in the Notice.

The Company has engaged the services of National Securities Depositories of India Ltd (NSDL), as the Electronic Voting Service Provider hereinafter referred to as "NSDL" or "EVSP", and Company has the system of inhouse share transfer and is itself its Registrar and Share Transfer Agent ("RTA"). NSDL had made necessary arrangements to facilitate remote E-voting by the shareholders of the Company on their website <https://evoting.nsdl.com>. In view of the prevailing pandemic situation and to obviate difficulties faced by the corporates in providing both voting by physical ballot and E-voting, a facility was extended for the members to cast their vote only through E-voting in accordance with the provisions of the General Circulars No.14/2020 dated April 08, 2020 and No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs, Government of India (the MCA Circulars).



Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required to cast the vote, in electronic form only, to all its members who have registered their e-mail addresses with the Company/Registrar & Share Transfer Agents / Depository Participants. The communication of the assent or dissent of the Members was sought through the E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email address registered with the RTA so that they could also participate in the E-voting facility extended by the Company.

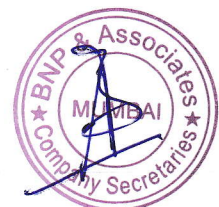
The Company and the EVSP have uploaded the Notice together with the explanatory statement on their respective websites viz. [www.3i-infotech.com](http://www.3i-infotech.com) and <https://evoting.nsdl.com> and Electronic Voting Event Number "119677" ('EVEN') was generated for casting the votes through E-voting mode. The Company and the EVSP have complied with all the necessary formalities specified under the Act, the Rules framed thereunder and the Circulars issued in this regard.

The aforesaid Postal Ballot Notice was dispatched on April 12, 2022 to all the Members of the Company through e-mail who have registered their e-mail addresses as on Friday April 8, 2022 (cut off date).

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules framed thereunder and SEBI Listing Regulations relating to the items being placed for approval of the members through postal ballot by remote e-voting.

Our responsibility as the Scrutinizer of the voting process (through remote 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, based on the reports generated from the E-voting system provided by EVSP.

We report that the Notice was sent through e-mail to **3,30,114** members whose email id was registered with the Depositories and as made available with the RTA. The total Number of Members as on the Cut-off date was **3,52,786**. The dispatch of notice of postal ballot by emails was completed on April 12, 2022. In respect of 22,672 members whose email id was not available, a Public Notice with regard to the Postal Ballot Notice was published on April 13, 2022 in "Financial Express", English Newspaper (All India editions), and in "Mumbai Lakshdeep, Marathi Newspaper (Mumbai edition)" providing requisite information and contact details of the EVSP for registering email id and queries on E-voting. The E-voting period commenced from Wednesday, April 13, 2022 from 9.00 a.m. IST and ended on Thursday May 12, 2022 at 5.00 p.m. IST



The item for which approval of the Members of the Company was sought as stated in the Notice is mentioned hereunder: -

Sr. No.	Type of Resolution	Description of the resolution
1.	<u>As a Special Resolution</u>	Appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from March 16, 2022 to March 15, 2027

**SUMMARY OF VOTES CAST**

The E-voting process concluded at 5 p.m. on Thursday May 12, 2022. After the closure of E-voting process the votes cast through E-voting facility were duly unblocked by us as Scrutinizers in the presence of Ms Surbhi Sharma and Ms Sanjana Melekar witnesses, not in employment of the Company, as prescribed 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 Members were duly compiled by NSDL. The details of the E-voting, the compilation of the Register containing the statement of Member's name, DP ID Client ID and/or folio number, number of shares held, number of votes exercised, votes in favour, votes against, were generated by NSDL i.e. <https://evoting.nsdl.com> and were duly scrutinized.

Out of 3,52,786 Members holding shares as on the cut-off date, i.e. Friday April 8, 2022, 1,579 Members holding 1,97,80,583 shares have exercised their votes through remote E-voting. The details of Postal Ballot results for the items placed for consideration and approval of the Members is given below:

**Item No 1: As a Special Resolution**

**Appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director of the Company of the Company to hold office for a period of 5 (five) consecutive years with effect from March 16, 2022 to March 15, 2027**

Total no. of Members	3,52,786		
Total no. of Equity Shares	16,81,24,787		
Remote E-voting as per the Postal Ballot Notice	From 9.00 a.m. on Wednesday April 13, 2022 till 5.00 p.m. on Thursday May 12, 2022		
		Number of Votes	Number of Shares
Total votes cast through Remote E-voting	A	1,579	1,97,80,583
Less: Invalid Remote E-voting (abstained/less voted)* refer note below	B	2	1,213
Net E-voting (A-B) considered valid	C	1,577	1,97,79,370

\*Includes votes not considered on account of non- receipt Power of Attorney / Board Resolution of Corporates & Institutions



**NOTE:**

- (i) Votes cast in favour or against has been considered on the basis of number of shares held as on the cut-off date reckoned for the purpose of postal ballot
- (ii) Votes cast (mentioned as "A" in the above the table) in favour or against is calculated based on the total votes cast through Remote E-voting

Summary of remote E-voting through Postal Ballot

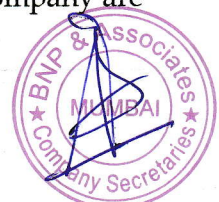
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional holders	1,84,87,617	2,48,036	1.34	2,48,036	0	100	0
Public-others	14,96,37,170	1,95,31,334	13.05	1,94,91,010	40,324	99.79	0.21
<b>Total</b>	<b>16,81,24,787</b>	<b>1,97,79,370</b>	<b>11.76</b>	<b>1,97,39,046</b>	<b>40,324</b>	<b>99.80</b>	<b>0.20</b>

Percentage of votes cast in Favour: 99.80 Percentages of votes cast Against: 0.20

**RESULTS: -**

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, We report that the Special Resolution as per Item No. 1 as set forth in the Postal Ballot Notice dated March 16, 2022 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting i.e. Thursday, May 12, 2022.

We further report that as per the Postal Ballot Notice dated March 16, 2022 and the Board Resolution dated March 16, 2022 the Chairman or a person authorised by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolutions referred, on or before May 14, 2022. The result of the Postal Ballot will be displayed on the website of the Company [www.3i-infotech.com](http://www.3i-infotech.com) and on the website of NSDL <https://evoting.nsdl.com>. The results shall also be forwarded to BSE Limited and National Stock Exchange of India Limited, the exchanges where the equity shares of the Company are



listed and, in the Company's, Registered office the Company will display the results of the Postal Ballot.

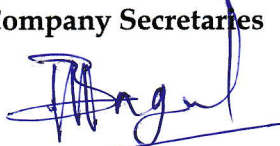
We further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the data as obtained from NSDL, the Service Provider for the E-voting facility extended by them recording the consent or otherwise received from the Members, by E-voting which includes all the particulars of the Members 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 data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

We 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**



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

Place: Mumbai  
Date: May 13, 2022  
UDIN: F005578D000318187

The following were the witnesses to the unblocking of the votes on 12<sup>th</sup> May, 2022



1. Ms Surbhi Sharma



2. Ms Sanjana Melekar

Received the Report

**For 3i Infotech Limited**

**Varika Rastogi  
Company Secretary**

**FINAL TALLY OF THE VOTES CAST ON THE MATTERS PLACED FOR CONSIDERATION OF THE SHAREHOLDERS BY POSTAL BALLOT**

Sr No.	Details	Resolution Type: Ordinary/Special	Resolution No	Mode of voting	No of Share holders	Total Shares	FAVOUR			AGAINST			VALID VOTES POLLED		Abstained/ invalid/ Less Voted Shareholders	Invalid shares/Less Voted / abstained shares
							No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Share holders	Shares		
1	Appointment of Mr. Uttam Prakash Agarwal (DIN: 00272983) as an Independent Director of the Company of the Company to hold office for a period of 5 (five) consecutive years with effect from March 16, 2022 to March 15, 2027	Special	1	E-voting	1,579	1,97,80,583	1,441	1,97,39,046	99.79	136	40,324	0.20	1,577	1,97,79,370	2	1,213
				<b>TOTAL</b>	<b>1,579</b>	<b>1,97,80,583</b>	<b>1,441</b>	<b>1,97,39,046</b>	<b>99.79</b>	<b>136</b>	<b>40,324</b>	<b>0.20</b>	<b>1,577</b>	<b>1,97,79,370</b>	<b>2</b>	<b>1,213</b>

