



**3i Infotech**<sup>®</sup>  
LIMITLESS EXCELLENCE

August 2, 2018

**BSE Limited**  
Sir Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai - 400001  
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 - 400051  
Scrip code: 3IINFOTECH

**Sub: Disclosure of Voting Results of 25th Annual General Meeting (AGM) of members of the Company held on July 31, 2018**

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

This is to inform you that the 25th Annual General Meeting (AGM) of the Company was held on July 31, 2018 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

July 31, 2018

Total number of shareholders on record date (July 24, 2018)

164,572

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

74

Promoters and Promoter Group :

Not Applicable

Public :

74

No of shareholders who attended the meeting through video conferencing:

Promoters and Promoter Group :

0

Public :

0

Agenda-wise disclosure (to be disclosed separately for each agenda item)

As disclosed below

Resolution required : (Ordinary/Special)

Item No.1 - Adoption of the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2018, together with Reports of the Board of Directors 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) (((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	588,629,069	263,922	0.04	263,922	-	1.01	-
	Poll	-	25,895,818	4.40	25,895,818	-	98.99	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	588,629,069	26,159,740	4.44	26,159,740	-	-	-
Public - Non Institutions	E-Voting	1,026,916,109	98,211,694	9.56	97,847,395	364,299	26.04	0.0970
	Poll	-	277,525,746	27.03	277,525,746	-	73.86	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,026,916,109	375,737,440	36.59	375,373,141	364,299	99.90	0.10
<b>Total</b>		<b>1,615,545,178</b>	<b>401,897,180</b>	<b>24.88</b>	<b>401,532,881</b>	<b>364,299</b>	<b>99.909</b>	<b>0.091</b>



Resolution required : (Ordinary/Special)

Item No.2 - Re-appointment of Ms. Sarojini Dikhale (DIN-02755309), who retires by rotation and being eligible, offers herself fro 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) [(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	588,629,069	263,922	0.04	-	263,922	-	1.01
	Poll	-	25,895,818	4.40	25,895,818	-	98.99	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	588,629,069	26,159,740	4.44	25,895,818	263,922	98.99	1.01
Public - Non Institutions	E-Voting	1,026,916,109	97,954,894	9.54	54,158,762	43,796,132	14.42	11.66
	Poll	-	277,525,746	27.03	147,811	277,377,935	0.04	73.87
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,026,916,109	375,480,640	36.56	54,306,573	321,174,067	14.46	85.54
Total	1,615,545,178	401,640,380	24.86	80,202,391	321,437,989	19.969	80.031	



Resolution required : (Ordinary/Special)

Item No.3 - Ratification of appointment of M/s. GMJ & Co., Chartered Accountants as the Statuary Auditors of the Company till conclusion of 26th AGM

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	588,629,069	263,922	0.04	263,922	-	1.01	-
	Poll	-	25,895,818	4.40	25,895,818	-	98.99	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	588,629,069	26,159,740	4.44	26,159,740	-	100.00	-
Public - Non Institutions	E-Voting	1,026,916,109	97,987,862	9.54	97,266,953	720,909	25.90	0.19
	Poll	-	277,525,746	27.03	277,525,746	-	73.91	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,026,916,109	375,513,608	36.57	374,792,699	720,909	99.81	0.19
Total	1,615,545,178	401,673,348	24.86	400,952,439	720,909	99.821	0.179	



Resolution required : (Ordinary/Special)

Item No.4 - Renewal of the resolution passed by the Members on March 18, 2016 (and renewed on May 21, 2017) in relation to issue of Equity Shares against conversion of a portion of the outstanding amounts due to the DRS Lenders and ratification 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
		(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	588,629,069	263,922	0.04	263,922	-	0.18	-
	Poll	-	149,628,500	25.42	149,628,500	-	99.82	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	588,629,069	149,892,422	25.46	149,892,422	-	100.00	-
Public - Non Institutions	E-Voting	1,026,916,109	97,967,794	9.54	97,065,238	902,556	25.85	0.24
	Poll	-	277,525,496	27.03	277,525,496	-	73.91	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,026,916,109	375,493,290	36.57	374,590,734	902,556	99.76	0.24
<b>Total</b>		<b>1,615,545,178</b>	<b>525,385,712</b>	<b>32.52</b>	<b>524,483,156</b>	<b>902,556</b>	<b>99.828</b>	<b>0.172</b>



Resolution required : (Ordinary/Special)

Item No.5 - Approval for issue of shares under 3i Infotech Employee Stock Option Scheme 2018 to Employees and Directors 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)	(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	588,629,069	263,922	0.04	-	263,922	-	0.18
	Poll	-	149,628,500	25.42	149,628,500	-	99.82	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	588,629,069	149,892,422	25.46	149,628,500	263,922	99.82	0.18
Public - Non Institutions	E-Voting	1,026,916,109	96,725,257	9.42	55,013,125	41,712,132	14.70	11.15
	Poll	-	277,525,496	27.03	277,525,496	-	74.15	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,026,916,109	374,250,753	36.44	332,538,621	41,712,132	88.85	11.15
<b>Total</b>		<b>1,615,545,178</b>	<b>524,143,175</b>	<b>32.44</b>	<b>482,167,121</b>	<b>41,976,054</b>	<b>91.991</b>	<b>8.009</b>



Resolution required : (Ordinary/Special)

Item No.6 - Approval for issue of shares under 3i Infotech Employee Stock Option Scheme 2018 to Employees and Directors of subsidiaries 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)	(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	588,629,069	263,922	0.04	-	263,922	-	0.18
	Poll	-	149,628,500	25.42	149,628,500	-	99.82	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	588,629,069	149,892,422	25.46	149,628,500	263,922	99.82	0.18
Public - Non Institutions	E-Voting	1,026,916,109	97,967,704	9.54	56,252,172	41,715,532	14.98	11.11
	Poll	-	277,525,496	27.03	277,525,496	-	73.91	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,026,916,109	375,493,200	36.57	333,777,668	41,715,532	88.89	11.11
Total	1,615,545,178	525,385,622	32.52	483,406,168	41,979,454	92.0098	7.9902	

Details of Invalid Votes		Resolution 1	Resolution 2	Resolution 3	Resolution 4	Resolution 5	Resolution 6
Category	No. of Votes	23 Votes	28 Votes	24 Votes	25 Votes	29 Votes	24 Votes
Promoter & Promoter Group	Nil	202178367 shares	202435167 shares	202402199 shares	78689835 shares	79930372 shares	78687925 shares
Public Institutions	Nil						
Publi - Non Institutions	Nil						



**Combined Scrutinizer's Report on Remote E-voting & Voting by Poll Paper conducted at the  
25<sup>th</sup> Annual General Meeting of 3i Infotech Limited held on Tuesday, July 31, 2018**

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

25<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of 3i Infotech Limited held on Tuesday, July 31, 2018 at 12:30 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 Poll 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) in their meeting held on 29<sup>th</sup> June, 2018, has appointed me 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. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

**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 25<sup>th</sup> AGM of 3i Infotech Limited, which was held on Tuesday, July 31, 2018.
- 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.



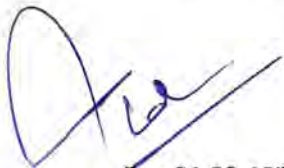
DBS Heritage House, Prabhadevi, Fort, Mumbai - 400001.

T: +91 22 4077 9207 | 4077 9223 E: [bnp@bnp-associates.com](mailto:bnp@bnp-associates.com) W: [www.bnp-associates.com](http://www.bnp-associates.com)






- The internal cut-off date for the dispatch of the Notice of the AGM was June 22, 2018 and as on that date, there were 163,806 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 121,663 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 42,143 cases, the Notices of the AGM along with Annual Report and E-voting details were sent in physical form through courier/speed post/airmail of which 39,009 were sent through courier, 3088 through speed post and 46 through Airmail on July 6, 2018. In respect of 10,193 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/airmail.
- 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 July 7, 2018 and in Marathi in Navshakti newspaper dated July 7, 2018. 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 **Tuesday, July 24, 2018**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days i.e. from Saturday, July 28, 2018 at 9:00 a.m. (0900 hours) Indian Standard Time (IST) to Monday, July 30, 2018 IST at 5:00 p.m.(1700 hours) Indian Standard Time (IST).
- At the end of the remote e-voting period on Monday, July 30, 2018 at 5:00 p.m. IST (1700 hours), the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 25<sup>th</sup> AGM of 3i Infotech held on Tuesday, July 31, 2018, 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 Tuesday, July 31, 2018, after tabulating the votes conducted at the AGM, the votes cast through Remote E-voting facility was duly unblocked by me as a scrutinizer in the presence of Ms. Rishi Jaiswal and Mr. Shivam Asati who acted as the witnesses, as prescribed in sub Rule 4(xii) of the said Rule 20.



DBS Heritage House, Freshwater Road, Fort, Mumbai - 400001.

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- Thereafter, I as a scrutinizer duly complied 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 that of the voting conducted at venue of 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	232	33	265
Total number of Shares held by them	17,69,21,186	42,71,54,361	60,40,75,547
Valid votes	As per details provided under each of the Resolution(s) mentioned hereunder		
Abstained / Invalid /less voted	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 Poll Paper at the venue of the AGM for each resolution of the Notice is given in a separate sheet attached

**ORDINARY BUSINESS**

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

Adoption of the audited Profit and Loss Account for the financial year ended March 31, 2018 and the Balance Sheet as on that date, together with the Report of the Directors and Auditors thereon.




Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	40,15,32,881	99.909	3,64,299	0.091	20,21,78,367

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. Sarojini Dikhale (DIN: 02755309), 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 / less voted / Invalid votes
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	8,02,02,391	19.969	32,14,37,989	80.031	20,24,35,167

Item No. 2 of the Notice stands not passed with the requisite majority

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

Ratification of appointment of M/s. GMJ & Co., Chartered Accountants as the Statutory Auditors of the Company till conclusion of 26<sup>th</sup> AGM.



Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	40,09,52,439	99.821	7,20,909	0.179	20,24,02,199

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

**SPECIAL BUSINESS**

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

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

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / Invalid votes
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	52,44,83,156	99.828	9,02,556	0.172	7,86,89,835

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

**V) Item No. 5 of the Notice (As an Special Resolution):**

Approval for issue of shares under 3i Infotech Employee Stock Option Scheme 2018 to Employees and Directors of the Company



Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	48,21,67,121	91.991	4,19,76,054	8.009	7,99,32,372

Item No. 5 of the Notice stands passed with the requisite majority

VI) Item No. 6 of the Notice (As an Special Resolution):

Approval for issue of shares under 3i Infotech Employee Stock Option Scheme 2018 to Employees and Directors of subsidiaries of the Company.

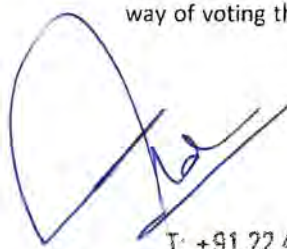
Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	48,34,06,168	92.009	4,19,79,454	7.990	7,86,89,925

Item No. 6 of the Notice stands passed with the requisite majority

All the Resolutions mentioned in the AGM Notice dated 29<sup>th</sup> June, 2018 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.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" and those who "ABSTAINED" together with those whose votes were declared invalid for each resolution is being delivered to the Company Secretary separately.

I hereby confirm that I am 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 by the Members of 3i Infotech Limited.

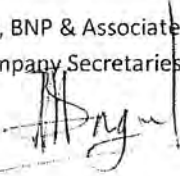



The relevant records relating to e-voting and Voting by Ballot Paper is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the AGM Minutes are signed.

Thanking you,

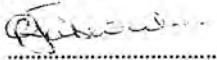
Yours faithfully,

For, BNP & Associates  
Company Secretaries

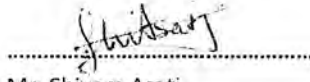


CS Avinash Bagul  
Partner  
Membership no FCS. 5578  
COP 19862  
Place: Mumbai  
Date: August 2, 2018

**Witnesses:**



Ms. Rishi Jaiswal



Mr. Shivam Asati

**Countersigned and received the report:**



Signed by Mr. Padmanabhan Iyer  
Authorized by the Board

Place: Mumbai  
Date: August 2, 2018