



3i Infotech®
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August 1, 2018

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

Sub: Annual General Meeting (AGM) of the Company held on July 31, 2018

Re: Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed the proceedings of the 25th Annual General Meeting of the Company held on Tuesday, July 31, 2018 at Arya Samaj Hall, Plot No.6, Sector 9A, Vashi, Navi Mumbai- 400 703.

Request you to take this on record.

Thanking you,

Yours faithfully,

For 3i Infotech Limited

Rajeev Limaye
Company Secretary



Encl: - As above



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PROCEEDINGS OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE COMPANY 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

The 25th Annual General Meeting (AGM) of the Members of 3i Infotech Limited was 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.

Mr. Ashok Shah, Non-Executive (Independent) Chairman of the Company, chaired the proceedings of the Meeting and welcomed the Members to the 25th Annual General Meeting of the Company.

Total 74 Members (including Authorized Representatives in terms of Section 113 of the Companies Act, 2013) were present in person at the 25th AGM of the Company. The Company had received 1 (One) Proxy to attend and vote at the Meeting representing 100 (Hundred only) shares out of the total share capital. All attendances were recorded in the attendance registers maintained for the purpose.

The AGM was attended by the following Directors on the Board of the Company:

1. Mr. Ashok Shah, Non Executive (Independent) Chairman of the Board and Chairman – Stakeholders Relationship Committee
2. Dr. Shashank Desai, Independent Director and Chairman- Audit Committee and Nomination and Remuneration Committee
3. Mr. Padmanabhan Iyer, Managing Director and Global CEO & CFO

Mr. Shanti Lal Jain, Nominee Director of Allahabad Bank, Mr. Gautam Dutta, Nominee Director of IDBI Bank Limited and Ms. Sarojini Dikhale, Non-Executive Director could not attend the meeting due to other pre-occupations.

Apart from Members, Mr. Sanjeev Maheshwari, Partner, M/s. GMJ & Co., Chartered Accountants, the Auditors of the Company and Mr. Avinash Bagul, Partner of M/s. BNP & Associates, Company Secretaries, Secretarial Auditor of the Company were also present at the AGM.

After ascertaining from Mr. Rajeev Limaye, Company Secretary that the requisite quorum as per the provisions of Companies Act, 2013 ("the Act") was present at the AGM, the Chairman called the Meeting to order. He also informed the Members that the Proxy Register and other Registers and documents as mentioned in the Notice of 25th AGM were available for inspection of Members. The





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Chairman informed the Members that the proceedings of AGM would be carried out as per the requirements of the Act.

With the unanimous consent of the Members present at the Meeting, the Notice convening the Meeting was taken as read. The Chairman further informed that the Auditors Report on the Financial Statement for the financial year ended March 31, 2018 did not have any qualification, observations or comments on financial transaction or matters which have adverse effect of the functioning of the Company. He stated that in terms of Section 145 of the Companies Act, 2013, only the qualifications, observations or comments on financial transactions or matters which had adverse effect on the functioning of the Company were required to be read at the general meeting. However, at the request of the Members of the Company, Mr. Rajeev Limaye, Company Secretary, read the Auditor's Report dated April 23, 2018. The Chairman further informed the Members about the matters for which the Company obtained approval from the Members vide Postal Ballot Notice dated April 6, 2017 and October 14, 2017.

The Chairman further stated that in accordance with the provisions of the Companies Act, 2013 read with rules there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("listing regulations"), the Company had provided remote electronic voting facility during the e-voting period from Saturday, July 28, 2018 till Monday, July 30, 2018 through National Securities Depository Limited (NSDL) to the Members entitled to cast their vote for the resolutions specified in the Notice of the AGM. He also informed that the Members who were present at the Meeting and did not vote through electronic mode would be given an opportunity to cast their vote through physical voting by way of ballot paper at the end of the Meeting. He informed the Members that Mr. Avinsah Bagul, Partner, BNP & Associates was appointed as Scrutinizer to scrutinize the Remote e-voting process and voting through ballot paper at the AGM, vide resolution passed by the Board of Directors at its Meeting held on June 29, 2018.

Thereafter, the Chairman addressed the Members. He expressed gratitude to all investors for their continued support and trust reposed in the Company. He informed the Members of the Company that the Year 2017-18 was a significant year for the Company considering the performance of the Company over these past years. He also apprised the Members regarding prepayment of debt done to Lenders by the Company, revision in credit rating of the Company from "CRISIL D" to "BBB-/Stable" by CRISIL, launch of new logo of the Company pursuant to the re-branding exercise carried out by the Company





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and launch of new brand "Altiray™" for the services portfolio etc. He also apprised the Members about launch of new versions of its products which are cloud ready. He informed the Members that on June 29, 2018, the Board of Directors of the Company has approved the draft Scheme of Arrangement between the Company and its shareholders. He thanked all the stakeholders, which include investors, employees and lenders who have stood by the Company in its difficult times.

Then the Members were given opportunity to speak. Several Members expressed their views about the Company and used the opportunity to interact with the management and sought clarifications on various issues relating to the performance of the Company and various other matters. Mr. Padmanabhan Iyer, Managing Director & Global CEO responded to the queries raised by the Members.

Then, the Chairman took up the formal proceedings of the Meeting. The Chairman stated that the combined results of the remote e-voting, which has already been completed and the physical voting by ballot paper will be announced on Thursday, August 2, 2018 and the results alongwith the Scrutinizer's Report would be sent to the Stock exchanges in terms of listing regulations and would be placed on the website of the Company and of NSDL.

The Chairman then declared the Meeting as closed and asked for the conduct of physical voting through ballot paper and thanked the Members for participating in the Meeting and their continuous support to the Company.

For 3i Infotech Limited

Rajeev Limaye
Company Secretary



Date: August 1, 2018
Place: Navi Mumbai