

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L67120MH1993PLC074411

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACI5205Q

(ii) (a) Name of the company

3I INFOTECH LIMITED

(b) Registered office address

TOWER # 5, INTERNATIONAL INFOTECH PARK,  
VASHI STATION, COMPLEX,  
NAVI MUMBAI  
Maharashtra  
400703

(c) \*e-mail ID of the company

compliance@3i-infotech.com

(d) \*Telephone number with STD code

02271238595

(e) Website

www.3i-infotech.com

(iii) Date of Incorporation

11/10/1993

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Ltd	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

3i Infotech Limited

Registered office address of the Registrar and Transfer Agents

Tower # 5, International Infotech park, Vashi Station Complex, Navi Mumbai - 400703

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

Pre-fill

(e) Extended due date of AGM after grant of extension

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
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1	3i Infotech BPO Limited	U74899DL1990PLC039478	Subsidiary	100
2	3i Infotech Consultancy Services Limited	U72900MH2007PLC176323	Subsidiary	100
3	Professional Access Software Limited	U72200TN2002PTC048799	Subsidiary	100
4	3i Infotech Inc		Subsidiary	100
5	3i Infotech (UK) Limited		Subsidiary	100
6	3i Infotech Asia Pacific Pte. Limited		Subsidiary	100
7	3i Infotech (Thailand) Limited		Subsidiary	100
8	3i Infotech Services SDN BHD		Subsidiary	100
9	3i Infotech (Western Europe) Holding Limited		Subsidiary	100
10	3i Infotech (Western Europe) Group Limited		Subsidiary	100
11	Rhyme Systems Limited		Subsidiary	100
12	3i Infotech Holdings Private Limited		Subsidiary	100
13	3i Infotech Saudi Arabia LLC		Subsidiary	100
14	3i Infotech (Africa) Limited		Subsidiary	100
15	3i Infotech (Cyprus) Limited (formerly 3i Infotech (Cyprus) Limited)		Subsidiary	100
16	3i Infotech (Middle East) FZ LLC		Subsidiary	100
17	3i Infotech SDN BHD		Subsidiary	100
18	Elegon Infotech Limited		Subsidiary	100
19	3i Infotech (South Africa) (Pty) Limited		Subsidiary	100
20	3i Infotech Software Solutions Limited		Subsidiary	100
21	3i Infotech (Canada) Inc.		Subsidiary	100
22	3i Infotech Nigeria Limited		Subsidiary	100
23	3i Infotech Netherlands B.V.		Subsidiary	100
24	Process Central Limited		Joint Venture	47.5

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	2,200,000,000	1,616,654,866	1,616,654,866	1,616,654,866
Total amount of equity shares (in Rupees)	22,000,000,000	16,166,548,660	16,166,548,660	16,166,548,660

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	2,200,000,000	1,616,654,866	1,616,654,866	1,616,654,866
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	22,000,000,000	16,166,548,660	16,166,548,660	16,166,548,660

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,750,000,000	1,405,521,596	1,405,521,596	1,405,521,596
Total amount of preference shares (in rupees)	9,550,000,000	7,027,607,980	7,027,607,980	7,027,607,980

Number of classes

3

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Class A				
Number of preference shares	200,000,000	130,000,000	130,000,000	130,000,000
Nominal value per share (in rupees)	5	5	5	5
Total amount of preference shares (in rupees)	1,000,000,000	650,000,000	650,000,000	650,000,000
Class of shares				
Class B				
Number of preference shares	1,500,000,000	1,275,521,596	1,275,521,596	1,275,521,596
Nominal value per share (in rupees)	5	5	5	5
Total amount of preference shares (in rupees)	7,500,000,000	6,377,607,980	6,377,607,980	6,377,607,980

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Class C				
Number of preference shares	1,050,000,000	0	0	0
Nominal value per share (in rupees)	1	1	1	1
Total amount of preference shares (in rupees)	1,050,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	6,606,751	1,610,048,1	1616654866	16,166,548,	16,166,548	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
<input type="text"/>						
<b>At the end of the year</b>	6,606,751	1,610,048,1	1616654866	16,166,548,	16,166,548	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	1,405,521,5	1405521596	7,027,607,9	7,027,607,9	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<input type="text"/>						
<b>At the end of the year</b>	0	1,405,521,5	1405521596	7,027,607,9	7,027,607,9	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

3

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
USD 125.356 Million 5%	35,549.99	USD 50	1,777,499.29	USD 50	1,777,499.29
USD 2.435 Million 4.75%	5,783.33	USD 50	289,166.55	USD 50	289,166.55
USD 42.44175 Million 2%	213,544.13	USD 50	10,677,206.25	USD 50	10,677,206.25
<b>Total</b>	254,877.45		12,743,872.09		12,743,872.09



## V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,077,706,913

(ii) Net worth of the Company

8,319,699,951

### VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others Trust	0	0	130,000,000	9.25
	<b>Total</b>	0	0	130,000,000	9.25

Total number of shareholders (promoters)

1

### (b) \*SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,051,896,946	65.07	444,982,211	31.66
	(ii) Non-resident Indian (NRI)	101,054,871	6.25	0	0
	(iii) Foreign national (other than NRI)	5,491,275	0.34	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	3,000	0	0	0
3.	Insurance companies	14,077,422	0.87	0	0
4.	Banks	352,522,207	21.81	167,712,885	11.93
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	1,318,414	0.08	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	81,162,997	5.02	83,267,826	5.92
10.	Others trust	9,127,734	0.56	579,558,674	41.23
	<b>Total</b>	1,616,654,866	100	1,275,521,596	90.74

**Total number of shareholders (other than promoters)**

266,686

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

266,687

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BNP PARIBAS ARBITRA	BNP PARIBAS, CUSTODY OPERATIO	17/07/2015		15,898	0
ELARA CAPITAL MAUF	ICICI BANK LTD,SMS DEPT 1ST FLO	12/01/2018		1,064,298	0.07
ALASKA PERMANENT	DEUTSCHE BANK AG DB HOUSE H,	22/01/2021		188,218	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
SPARROW ASIA DIVER	STANDARD CHARTERED BANK SEC	27/11/2020		50,000	

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	0	0
Members (other than promoters)	156,777	266,687
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	4	2	3	0	0
(i) Non-Independent	1	1	2	1	0	0
(ii) Independent	0	3	0	2	0	0
<b>C. Nominee Directors representing</b>	0	2	0	2	0	0
(i) Banks & FIs	0	2	0	2	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	2	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Ashok Shah	01194846	Director	0	
Zohra Chatterji	01382511	Director	0	
Pravir Kumar Vohra	00082545	Director	42,800	15/12/2021
Padmanabhan Iyer	05282942	Managing Director	1,920	01/04/2021
Padmanabhan Iyer	AAAPI2651R	CEO	0	01/04/2021
Padmanabhan Iyer	AAAPI2651R	CFO	0	01/04/2021
Thompson Gnanam	07865431	Additional director	10,000	
Rajeev Kumar Sinha	01334549	Nominee director	5,000	
Sandeep Kumar Gupta	08911963	Nominee director	0	
Rajeev Limaye	ABYPL1016G	Company Secretar	0	30/11/2021

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

9

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Avaya Kumar Mohapatr	07811921	Nominee director	05/06/2020	Cessation
Shashank Desai	00143638	Director	30/07/2020	Cessation
Pravir Kumar Vohra	00082545	Additional director	01/09/2020	Appointment
Ashok Shah	01194846	Additional director	01/10/2020	Re-appointed as an Independent Dire
Zohra Chatterji	01382511	Director	23/12/2020	Approval of appointment by Sharehol
Pravir Kumar Vohra	00082545	Director	23/12/2020	Regularisation
Ashok Shah	01194846	Director	23/12/2020	Approval of appointment by sharehol
Sandeep Kumar Gupta	08911963	Nominee director	22/10/2020	Appointment
Thompson Gnanam	07865431	Additional director	18/03/2021	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
NCLT	21/07/2020	167,842	69	0.04
Annual General Meeting	23/12/2020	182,085	57	0.03

**B. BOARD MEETINGS**

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/05/2020	7	6	85.71
2	28/07/2020	6	5	83.33
3	22/10/2020	6	6	100
4	20/11/2020	6	6	100
5	03/12/2020	6	6	100
6	17/12/2020	6	5	83.33
7	28/12/2020	6	6	100
8	22/01/2021	6	6	100
9	28/01/2021	6	5	83.33
10	19/02/2021	6	3	50

**C. COMMITTEE MEETINGS**

Number of meetings held

16

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	22/05/2020	3	2	66.67
2	Audit Committee	28/07/2020	4	2	50
3	Audit Committee	22/10/2020	3	2	66.67

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	Audit Committee	28/12/2020	3	2	66.67
5	Audit Committee	28/01/2021	3	3	100
6	Stakeholders Forum	22/05/2020	3	3	100
7	Stakeholders Forum	28/07/2020	3	2	66.67
8	Stakeholders Forum	22/10/2020	3	2	66.67
9	Stakeholders Forum	28/01/2021	3	3	100
10	Nomination and Remuneration Committee	22/05/2020	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	15/12/2021
								(Y/N/NA)
1	Ashok Shah	10	9	90	16	16	100	Yes
2	Zohra Chatterjee	10	10	100	11	11	100	Yes
3	Pravir Kumar Verma	8	8	100	0	0	0	No
4	Padmanabharaj	10	10	100	0	0	0	Not Applicable
5	Thompson Gnanaprakasam	0	0	0	0	0	0	Yes
6	Rajeev Kumar	10	8	80	14	5	35.71	No
7	Sandeep Kumar	7	4	57.14	0	0	0	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Thompson Gnanam	Additional (whole	458,327	0	0	813	0
2	Padmanabhan Iyer	Managing Direct	23,313,690	0	8,730,000	804,999	0
	Total		23,772,017	0	8,730,000	805,812	33,307,829

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Padmanabhan Iyer	CEO	0	0	0	0	0
2	Padmanabhan Iyer	CFO	0	0	0	0	0
3	Rajeev Limaye	Company Secre	3,627,604	0	2,500,000	120,780	0
	Total		3,627,604	0	2,500,000	120,780	6,248,384

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ashok Shah	Chairman	0	0	0	1,735,000	0
2	Zohra Chatterji	Non Executive D	0	0	0	1,550,000	0
3	Rajeev Kumar Sinh	Nominee Directo	0	0	0	995,000	0
4	Sandeep Kumar Gu	Nominee Directo	0	0	0	360,000	0
5	Pravir Kumar Vohra	Non Executive D	0	0	0	720,000	0
	Total		0	0	0	5,360,000	5,360,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by



Director

THOMPSON  
PRASHANT  
H GNANAM

DIN of the director

07865431

To be digitally signed by

VARIKA  
RASTOGI

Company Secretary

Company secretary in practice

Membership number

7864

Certificate of practice number

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

### List of attachments

Approval letter for AGM.pdf  
Form MGT-8\_3i\_20-21 signed.pdf  
committee meeting details.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



सत्यमेव जयते

**GOVERNMENT OF INDIA**  
**MINISTRY OF CORPORATE AFFAIRS**

Office of the Registrar of Companies  
Everest, 100 Marine Drive, Mumbai, Maharashtra, India, 400002

DATED : 09-09-2021

IN THE MATTER OF M/S 3I INFOTECH LIMITED CIN L67120MH1993PLC074411

AND

IN THE MATTER OF EXTENSION UNDER SECTION 96(1) OF THE COMPANIES ACT, 2013

The Company has closed its accounting year on 31-03-2021 and the Annual general meeting of the company is due to be held on 30-09-2021 as per requirements of section 96 of the Companies Act, 2013. The company has made an application vide SRN T40205692 on 02-09-2021 requesting for an extension of time for the purpose of holding AGM on the following grounds

Approved

Keeping in view, the aforesaid circumstances due to which company cannot hold its Annual General Meeting on time, extension 03 months 00 days is considered.

ORDER

Under the power vested in the undersigned by virtue of section 96(1) read with second proviso attached thereto extension of 03 months 00 days is hereby granted. However, the company is hereby advised to be careful in future in compliance of the provisions of the Companies Act, 2013.



Yours faithfully,

Indrajit AjmalBhai Vania

Registrar of Companies

RoC - Mumbai

Mailing Address as per record available in Registrar of Companies office:

3I INFOTECH LIMITED  
TOWER # 5, INTERNATIONAL INFOTECH PARK,, VASHI STATION,  
COMPLEX,, NAVI MUMBAI, Maharashtra, India, 400703



**Note:** This letter is to be generated only when the application is approved by RoC office

**C. Committee Meetings**

Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of Members attended	% of attendance
11	Nomination and Remuneration Committee	28-07-2020	4	3	75
12	Nomination and Remuneration Committee	22-10-2020	4	3	75
13	Nomination and Remuneration Committee	28-01-2021	3	3	100
14	Nomination and Remuneration Committee	19-02-2021	3	2	66.67
15	Nomination and Remuneration Committee	04-03-2021	3	2	66.67
16	Nomination and Remuneration Committee	12-03-2021	3	2	66.67
17	Corporate Social Responsibility Committee	22-05-2020	3	3	100

**FORM NO. MGT- 8**

*[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **3i Infotech Limited** (the "Company"), bearing **CIN: L67120MH1993PLC074411**, as required to be maintained under the Companies Act, 2013 (the "Act") and the rules made thereunder for the financial year ended on **31<sup>st</sup> March 2021** (the "Financial Year"). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the Financial Year correctly and adequately.
- B. During the Financial Year, the Company has complied with the provisions of the Act and Rules made there under in respect of:
1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed therefor;
  3. filing of the forms and returns with the Registrar of Companies within and beyond the prescribed time limit with normal/additional fees. The Company was not required to file any forms under the Act with the Regional Director and any other concerned authorities;
  4. calling, convening, holding meetings of Board of Directors and its committees and the meetings of the members of the Company on the dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by Postal Ballot and through National Company Law Tribunal Meeting, have been properly recorded in the Minutes Book/ registers maintained for the purpose and the same have been signed, as applicable;
  5. closure of Register of Members / Security Holders, as the case may be;
  6. no advances/loans were given to its directors and/or persons or firms referred in section 185 of the Act;
  7. contracts/arrangements with related parties as specified in section 188 of the Act were in the ordinary course of business and on arm`s length basis;
  8. issue and allotment of Equity Shares / Preference Shares pursuant to the provisions of the Act, during the Financial Year;

9. Keeping in abeyance of the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;  
-NOT APPLICABLE
10. declaration and payment of dividend, transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund were in accordance with Section 125 of the Act;
11. signing of audited financial statements as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3) (4) and (5) thereof;
12. appointment/ reappointment/ cessation / constitution / retirement / disclosures of interest by the Directors, Key Managerial Personnel and the remuneration paid to them;
13. reappointment of auditors as per the provisions of section 139 of the Act;
14. Approvals taken through resolution passed in National Company Law Tribunal Meeting. However, no other approvals were required to be taken from the Central Government, Regional Director, Court or such other authorities under the various provisions of the Act;
15. The Company has neither accepted/ renewed / repaid any deposits during the Financial Year;
16. Borrowings from its members, public financial institutions, banks and other were made within the limits approved by the Members and modification of charges in that respect, wherever applicable. There were no borrowings from Directors.
17. The Company has complied with the provisions of Section 186 of the Act relating to loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of said section;
18. No alteration of the provisions of the Memorandum and/or Articles of Association of the Company during the Financial Year; and

19. Specific events during the Financial Year:

We further certify that the following specific events/actions having major bearing on the Company's affairs had taken place during the Financial Year according to the provisions of:

1. The Board of Directors of the Company ("Board"), at its meeting held on December 28, 2020, and the shareholders of the Company, vide postal ballot concluded on February 28, 2021, have approved, subject to receipt of requisite approvals, A] sale of the global software products business carried on by the Company and its subsidiaries in India and across the world to Azentio Software Private Limited, India, Azentio Software Private Limited, Singapore ("Azentio Singapore") and Azentio Singapore's subsidiaries in the relevant jurisdictions (collectively "Azentio"), as a going concern and on a "slump sale" (as defined under section 2(42C) of the Income Tax Act, 1961) basis, on an "as is where is" basis, without

values being assigned to individual assets and liabilities; and (B) the Company's intellectual property rights relating solely to the Product Business outside India, on an "as is where is" basis to Azentio Singapore. The Company and its subsidiaries in relevant jurisdictions executed inter alia business transfer agreements (BTA) with Azentio on December 28, 2020 towards this transaction. Aggregate consideration for the aforesaid transaction is INR 1,000,20,00,000 (Indian Rupees One Thousand Crores Twenty Lakhs) as per the below break-up, subject to customary working capital and other adjustments in accordance with the provisions of the BTA and other transaction related documents.

<b>Seller</b>	<b>Consideration (INR)</b>
3i Infotech Limited (consideration under business transfer agreement for sale of Product Business in India)	286,00,00,000
3i Infotech Limited (for sale of intellectual property rights relating solely to the Product Business outside India to Azentio Singapore)	356,00,00,000
3i Infotech (Middle East) FZ LLC (consideration under business transfer agreement for sale of Product Business)	260,00,00,000
Offshore subsidiaries of 3i Infotech in Saudi Arabia, Thailand, United Kingdom, Malaysia, United States of America, Kenya and Singapore (consideration under business transfer agreement for sale of Product Business in respective offshore jurisdictions)	98,20,00,000
<b>Total</b>	<b>1,000,20,00,000</b>

The slump sale has been completed on March 31, 2021, except for subsidiaries in Saudi Arabia and Thailand where regulatory approvals were yet to be received.

- During FY 2020-21, the Company has filed the draft Scheme of Arrangement between the Company and its Shareholders for the reduction of share capital of the Company pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme") with the Hon'ble National Company Law Tribunal, Special Bench, Mumbai (NCLT) on May 25, 2020 seeking directions to convene equity shareholders' meeting towards approval of the Scheme. Pursuant to directions issued by NCLT Special Bench, vide its order dated June 1, 2020, the Company has convened and held meeting of the equity shareholders of the Company on July 21, 2020 through video conferencing / other audio-visual means, where the equity shareholders have approved the Scheme with requisite majority. The NCLT has granted an exemption to the Company from calling a meeting of its Preference Shareholders and Secured and Unsecured Creditors. The Company has, thereafter, filed a petition with the Hon'ble NCLT, Mumbai Bench on August 3, 2020 seeking sanction/approval of the Scheme. NCLT has admitted the petition on October 27, 2020. NCLT had fixed February 2, 2021 for the final hearing and disposal of the petition. Approval of NCLT on the Scheme is

awaited as on March 31, 2021. We understand that after end of the financial year 2020-21, the matter has been listed for pronouncement on April 26, 2021 and NCLT has sanctioned the Scheme allowing the Company's Application.

The rationale for the Scheme is as under:

(i) The Company has suffered substantial losses since FY 2011-12 and has not been able to scale its business and unleash its full potential for growth and profitability. However, there has been a turnaround in the fortunes of the Company. The Company has in the financial years 2016-17, 2017-18 and 2018-19, reported profits on a consolidated basis. Further, it has also entered into a Supplemental Master Restructuring Agreement with its lenders with a view to proactively manage its debt position.

(ii) As per the audited financial statements for the year ended March 31, 2019, the Company has accumulated losses amounting to INR 2,271.66 crore. The said accumulated losses have wiped off the value represented by the share capital. Thus, the financial statements of the Company were not reflective of the financial position of the Company.

(iii) Due to huge accumulated losses of the prior years, the financial statements do not reflect the turnaround in the business of the Company. Thus, with a view to ensure that (i) the financial statements of the Company reflect its true and fair financial health/ position; and (ii) to obliterate the share capital being lost and not represented by available assets of the Company, it was necessary to carry out reduction of share capital of the Company. Subsequent, to capital reduction, the consolidation of equity shares aims to maintain optimum liquidity in the market commensurate with other entities of similar size and in similar business.

(iv) The reduction of share capital and subsequent consolidation in the manner proposed herein would enable the Company to rationalise its capital structure and present a true and fair financial position of the Company which is commensurate with its business and assets.

(v) Hence, the proposed reduction of share capital and subsequent consolidation is in the interest of the Company and its shareholders, creditors and all concerned.

Salient features of the Scheme include:

(i) The entire issued, subscribed and paid-up equity share capital of the Company as on the Record Date shall stand reduced, by reducing the face value of the equity shares from the present sum of INR 10 (Ten) each fully paid to INR 1 (One) each fully paid. Further, immediately upon reduction in the face value of such equity shares of the Company, 10 (Ten) equity shares of face value of INR 1 (One) each (as reduced) shall be consolidated into 1 (One) fully paid-up equity share of INR 10 each.

(ii) The proposed reduction in face value of equity shares and the subsequent consolidation as contemplated in the Scheme shall be in respect of all the equity shares held by the Members of the Company. Therefore, there will be no change in the shareholding percentage post giving effect to reduction and consolidation of the equity share capital.

3. The Board of Directors at their meeting held on January 22, 2021, had approved the amendment in terms of 0.01% Cumulative Non-Convertible Redeemable Preference Shares of Rs.5/- each ("Class A Preference Shares") and 0.10% Cumulative Non-Convertible Redeemable Preference Shares of Rs.5/- each ("Class B Preference Shares"), which are due for redemption on March 15, 2026, in terms of Section 48 of the Companies Act, 2013. Later, Class A Preference Shareholders and Class B Preference Shareholders had vide resolution passed through Postal Ballot on February 28, 2021, the results of which were declared on March 2, 2021, accorded their approval for amendment in terms of Class A Preference Shares and Class B Preference Shares.

**For BNP & Associates**  
**Company Secretaries**  
**[Firm Regn. No. P2014MH037400]**

**Avinash Bagul**  
**Partner**  
**FCS No.: 5578**  
**CP No.: 19862**

**Place: Mumbai**

**Date: 24<sup>th</sup> January, 2022**

**UDIN: F005578C002262602**  
**PR No. - 637/2019**