



3i Infotech®
LIMITLESS EXCELLENCE

June 25, 2020

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

Dear Sir,

Sub: Submission of Annual Secretarial Compliance report for the Financial Year 2019-20 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020

Pursuant to SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, all listed entities are required to submit to the Stock Exchanges Annual Secretarial Compliance Report, issued by a practising Company Secretary based on a check of the compliance by such listed entity with the applicable SEBI Regulations and circulars/guidelines issued thereunder within 60 days of the end of the financial year, which was extended to June 30, 2020.

Accordingly, we are enclosing herewith the Annual Secretarial Compliance Report of 3i Infotech Limited issue by BNP & Associates, Practising Company Secretaries for the Financial year 2019-20.

Thanking you,

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

Rajeev Limaye
Company Secretary

Encl - As above

**SECRETARIAL COMPLIANCE REPORT OF 3i INFOTECH LIMITED
 FOR THE YEAR ENDED MARCH 31, 2020**

**To
 The Board of Directors
 3i Infotech Limited**

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by 3i Infotech Limited ("the listed entity"),
- (b) the filings / submissions made by the listed entity,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India (SEBI) Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, to the extent applicable, include: -

- (a) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (c) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (d) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (e) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
- (f) The SEBI (Share Based Employee Benefits) Regulations, 2014

We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			



- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity / its promoters/ directors/ material subsidiaries by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

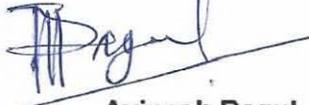
Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
Not applicable				

- (e) The listed entity has complied with points 6 (A) and 6 (B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October 2019 and that they have incorporated all the terms and conditions in the respective appointment letter/ supplemental letter issued to Statutory Auditors.

Place : Mumbai
 Date : June 25, 2020



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


 Avinash Bagul
 Partner

FCS 5578 / CP No. 19862
 PR No : 637 / 2019
 UDIN:- F005578B000377642