

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]



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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- TOWER # 5, INTERNATIONAL INFOTECH PARK,
VASHI STATION, COMPLEX,
NAVI MUMBAI
Maharashtra
400703
- (c) * e-mail ID of the company
- (d) * Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | 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 - 400 703

(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

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
1	3I INFOTECH DIGITAL BPS LIM	U74899DL1990PLC039478	Subsidiary	100
2	3I INFOTECH CONSULTANCY S	U72900MH2007PLC176323	Subsidiary	100

3	PROFESSIONAL ACCESS SOFTV	U72200TN2002PTC048799	Subsidiary	100
4	3i Infotech Inc		Subsidiary	100
5	3i Infotech (UK) Limited		Subsidiary	100
6	3i Infotech Asia Pacific Pte. Lim		Subsidiary	100
7	3i Infotech (Thailand) Limited		Subsidiary	100
8	3i Infotech Services SDN BHD		Subsidiary	100
9	3i Infotech (Western Europe) H		Subsidiary	100
10	3i Infotech (Western Europe) G		Subsidiary	100
11	Rhyme Systems Limited		Subsidiary	100
12	3i Infotech Holdings Private Lir		Subsidiary	100
13	3i Infotech Saudi Arabia LLC		Subsidiary	100
14	3i Infotech (Africa) Limited		Subsidiary	100
15	3i Infotech (Cyprus) Limited (fc		Subsidiary	100
16	3i Infotech (Middle East) FZ LLC		Subsidiary	100
17	3i Infotech SDN BHD		Subsidiary	100
18	3i Infotech (South Africa) (Pty)		Subsidiary	100
19	3i Infotech Software Solutions		Subsidiary	100
20	3i Infotech (Canada) Inc.		Subsidiary	100
21	3i Infotech Nigeria Limited		Subsidiary	100
22	3i Infotech Netherlands B.V.		Subsidiary	100
23	Process Central Limited		Joint Venture	47.5
24	Nure Digital SDN BHD		Subsidiary	100

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	167,942,657	167,942,657	167,942,657
Total amount of equity shares (in Rupees)	22,000,000,000	1,679,426,570	1,679,426,570	1,679,426,570

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	2,200,000,000	167,942,657	167,942,657	167,942,657
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	22,000,000,000	1,679,426,570	1,679,426,570	1,679,426,570

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	2,750,000,000	0	0	0
Total amount of preference shares (in rupees)	9,550,000,000	0	0	0

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	0	0	0
Nominal value per share (in rupees)	5	5	5	5
Total amount of preference shares (in rupees)	1,000,000,000	0	0	0
Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
CLASS B				
Number of preference shares	1,500,000,000	0	0	0
Nominal value per share (in rupees)	5	5	5	5
Total amount of preference shares (in rupees)	7,500,000,000	0	0	0

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			
Equity shares						
At the beginning of the year	6,606,751	1,610,048,1	1616654866	16,166,548,	16,166,548	
Increase during the year	12	6,277,170	6277182	62,771,820	62,771,820	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	6,277,170	6277170	62,771,700	62,771,700	0
vi. Sweat equity shares allotted	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	12	0	12	120	120	0
Fractional shares						
Decrease during the year	5,946,076	1,449,043,3	1454989391	14,549,893,	14,549,893	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	

iv. Others, specify	5,946,076	1,449,043,3	1454989391	14,549,893,	14,549,893	
Reduction of share capital						
At the end of the year	660,687	167,281,970	167942657	1,679,426,5	1,679,426,5	
Preference shares						
At the beginning of the year	0	1,405,521,5	1405521596	7,027,607,9	7,027,607,9	
Increase during the year	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						
Decrease during the year	0	1,405,521,5	1405521596	7,027,607,9	7,027,607,9	0
i. Redemption of shares	0	1,405,521,5	1405521596	7,027,607,9	7,027,607,9	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE748C01038

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

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	1,616,654,866		
	Face value per share	10		
After split / Consolidation	Number of shares	161,665,487		
	Face value per share	10		

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

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input 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
Total			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
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

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

(i) Turnover

2,120,437,676.8

(ii) Net worth of the Company

7,892,936,166

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	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (promoters)

0

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	111,060,958	66.13	0	
	(ii) Non-resident Indian (NRI)	10,194,831	6.07	0	
	(iii) Foreign national (other than NRI)	549,126	0.33	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	1,407,742	0.84	0	
4.	Banks	16,974,786	10.11	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	419,637	0.25	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	9,649,197	5.75	0	
10.	Others Trusts,IEPF	17,686,380	10.53	0	
	Total	167,942,657	100.01	0	0

Total number of shareholders (other than promoters)

345,922

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

345,922

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

10

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
CITY OF LOS ANGELES	CITIBANK N.A. CUSTODY SERVICES			29,215	0.02
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES			27,570	0.02
SPDR S&P EMERGING	HSBC SECURITIES SERVICES 11TH F			200,000	0.12
ALASKA PERMANENT	DEUTSCHE BANK AG, DB HOUSE, F			18,821	0.01

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
DFA INTERNATIONAL	STANDARD CHARTERED BANK,SEC			1,757	0
DFA INTERNATIONAL	STANDARD CHARTERED BANKSEC			22,083	0.01
COPTHALL MAURITIUS	J.P.MORGAN CHASE BANK N.A.,IND			2,179	0
SOCIETE GENERALE - C	SBI-SG GLOBAL SECURITIES SERVIC			114,389	0.07
BNP PARIBAS ARBITRA	BNP PARIBAS, CUSTODY OPERATIC			1,589	0
BNP PARIBAS ARBITRA	BNP PARIBAS HOUSE,1 NORTH AV			2,034	0

**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)	266,687	345,922
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
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	5	1	6	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	3	0	4	0	0
C. Nominee Directors representing	0	2	0	0	0	0
(i) Banks & FIs	0	2	0	0	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	7	1	6	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)
Mr. Ashok Shah	01194846	Director	0	
Mr. Thompson Gnanam	07865431	Managing Director	1,000	
Dr. Aruna Sharma	06515361	Director	0	
Mr. Avtar Singh Monga	00418477	Director	0	
Mr. Sriram Venkatarama	03631606	Director	0	
CA Uttam Prakash Agar	00272983	Additional director	0	
Ms. Zohra Chatterji	01382511	Director	0	
Mr. Harish Shenoy	AARPS9514J	CFO	0	
Mrs. Varika Rastogi	AFRPR3745R	Company Secretar	0	
Mr. Thompson Gnanam	07865431	CEO	1,000	

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

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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)
Padmanabhan Iyer	05282942	Director	09/06/2021	Cessation
Rajeev Limaye	ABYPL1016G	Company Secretar	30/11/2021	Cessation
Varika Rastogi	AFRPR3745R	Company Secretar	15/12/2021	Appointment
Mrinal Ghosh	AGGPG6922M	CFO	01/04/2021	Appointment
Harish Shenoy	AARPS9514J	CFO	09/02/2022	Appointment
Rajeev Kumar Sinha	01334549	Nominee director	25/01/2022	Cessation
Sandeep Kumar Gupta	08911963	Nominee director	09/02/2022	Cessation
Pravir Kumar Vohra	00082545	Director	15/12/2021	Cessation
Thompson Gnanam	07865431	Managing Director	01/04/2021	Change in designation
Avtar Singh Monga	00418477	Additional director	01/04/2021	Appointment
Sriram Venkataramanar	03631606	Additional director	13/01/2022	Appointment
Dr. Aruna Sharma	06515361	Additional director	01/02/2022	Appointment
CA Uttam Prakash Agar	00272983	Additional director	16/03/2022	Appointment
Mrinal Ghosh	AGGPG6922M	CFO	14/09/2021	Cessation
Padmanabhan Iyer	05282942	Managing Director	01/04/2021	Cessation
Padmanabhan Iyer	05282942	Director	01/04/2021	Appointment
Thompson Gnanam	07865431	Managing Director	19/09/2021	Approval of appointment by sharehol
Avtar Singh Monga	00418477	Director	19/09/2021	Approval of appointment by sharehol
Sriram Venkataramanar	03631606	Director	27/03/2022	Approval of appointment by sharehol
Dr. Aruna Sharma	06515361	Director	27/03/2022	Approval of appointment by sharehol

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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	15/12/2021	363,444	60	1.05

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2021	7	6	85.71
2	27/04/2021	8	7	87.5
3	17/05/2021	8	7	87.5
4	07/06/2021	8	7	87.5
5	15/06/2021	7	6	85.71
6	10/08/2021	7	6	85.71
7	25/10/2021	7	6	85.71
8	08/11/2021	7	5	71.43
9	14/12/2021	7	4	57.14
10	09/02/2022	6	6	100
11	16/03/2022	6	5	83.33

C. COMMITTEE MEETINGS

Number of meetings held

21

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	17/05/2021	3	3	100
2	Audit Committee	10/08/2021	4	4	100
3	Audit Committee	08/11/2021	4	3	75
4	Audit Committee	09/02/2022	4	4	100

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
5	Stakeholders F	17/05/2021	4	4	100
6	Stakeholders F	10/08/2021	4	4	100
7	Stakeholders F	08/11/2021	4	4	100
8	Stakeholders F	09/02/2022	3	3	100
9	Nomination an	01/04/2021	3	3	100
10	Nomination an	27/04/2021	2	2	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	
1	Mr. Ashok Sha	11	11	100	21	20	95.24	Yes
2	Mr. Thompsor	11	11	100	6	6	100	Yes
3	Dr. Aruna Sha	2	2	100	2	1	50	Yes
4	Mr. Avtar Sing	10	9	90	7	7	100	Yes
5	Mr. Sriram Ver	2	2	100	3	3	100	Yes
6	CA Uttam Pral	0	0	0	0	0	0	Yes
7	Ms. Zohra Cha	11	10	90.91	20	19	95	Yes

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	Mr. Thompson Gna	Managing Direct	14,255,116	0	0	21,600	0
2	Padmanabhan Iyer	Managing Direct	7,000,000	0	68,156,100	0	0
	Total		21,255,116	0	68,156,100	21,600	0

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

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Varika Rastogi	Company Secre	1,061,158	0	0	0	0
2	Sanjay Rawa	Chief Financial C	460,337	0	0	0	0
3	Rajeev Limaye	Company Secre	5,394,780	0	9,732,938	0	0
4	Mrinal Ghosh	Chief Financial C	7,323,617	0	9,456,720	0	0
5	Harish Shenoy	Chief Financial C	4,850,495	0	0	0	0
	Total		19,090,387	0	19,189,658	0	0

Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Ashok Shah	Independent No	0	0	0	2,295,000	0
2	Dr. Aruna Sharma	Non-Executive D	0	0	0	300,000	0
3	Mr. Avtar Singh Mor	Independent No	0	0	0	1,380,000	0
4	Mr. Sriram Venkata	Non-Executive D	0	0	0	500,000	0
5	CA Uttam Prakash	Independent No	0	0	0	0	0
6	Ms. Zohra Chatterji	Independent No	0	0	0	2,145,000	0
7	Mr. Padmanabhan I	Non-Executive D	0	0	0	270,000	0
8	Mr. Pravir Kumar V	Non-Executive D	0	0	0	1,110,000	0
9	Mr. Rajeev Kumar S	Nominee Directo	0	0	0	1,130,000	0
10	Mr. Sandeep Kumar	Nominee Directo	0	0	0	0	0
	Total		0	0	0	9,130,000	0

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

Avinash Bagul

Whether associate or fellow

Associate Fellow

Certificate of practice number

19862

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:

1. 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.
2. 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 Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

3i_Infotech_MGT-8_Signed.pdf
Change in Directorship.pdf
Committee Details.pdf
Note.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

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 **31st March 2022** (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, 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, redemption of preference shares and the Foreign Currency Convertible Bonds, reduction of share capital during the Financial Year pursuant to the provisions of the Act;



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; - NOT APPLICABLE
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 required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;-NOT APPLICABLE
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; and
18. There were alterations of the provisions of the Memorandum of Association of the Company during the Financial Year further no alterations were made in the Articles of Association of the Company.

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



**Place: Mumbai
Date: 19th November, 2022**

A handwritten signature in blue ink, appearing to read "Avinash Bagul", written over a horizontal line.

**Avinash Bagul
Partner**

FCS No.: 5578

CP No.: 19862

UDIN: F005578D001900251

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

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)
Thompson Gnanam	07865431	CEO	01/04/2021	Change in designation
Thompson Gnanam	07865431	CEO	19/09/2021	Approval of appointment by shareholders

C. Committee Details

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	17-05-2021	4	4	100%
12	Nomination and Remuneration Committee	22-07-2021	4	2	50%
13	Nomination and Remuneration Committee	10-08-2021	4	4	100%
14	Nomination and Remuneration Committee	11-09-2021	4	3	75%
15	Nomination and Remuneration Committee	08-11-2021	4	4	100%
16	Nomination and Remuneration Committee	14-12-2021	4	3	75%
17	Nomination and Remuneration Committee	09-02-2021	4	4	100%
18	Nomination and Remuneration Committee	16-03-2022	4	4	100%
19	Nomination and Remuneration Committee	23-03-2022	4	4	100%
20	Corporate Social Responsibility Committee	17-05-2021	2	2	100%
21	Risk Management Committee	23-02-2022	5	3	60%

November 19, 2022

Registrar of Companies,
100, Everest,
Marine lines,
Mumbai

Dear Sir,

Re: Clarification Note on Point VIII(B)(i) Details of directors and Key managerial personnel as on the closure of financial year 2021-22 and on Point IV(d) Break-up of paid-up share capital

This is to inform that in addition to the details of directors and key managerial personnel as on the closure of the financial year 2021-22 as per Point VIII(B), Mr. Harish Shenoy, Chief Performance Officer of the Company was designated by the Board as a Key Managerial Person effective August 10, 2021. Later, he was appointed as CFO - Designate of the Company effective February 9, 2022 and, later, ceased to be CFO – Designate effective May 9, 2022 following appointment of Mr. Sanjay Rawa as the CFO. Mr. Harish Shenoy continues to be a KMP of the Company in his capacity as the Chief Performance Officer of the Company.

Further, in Break-up of paid-up share capital as per Point IV(d), in the decrease during the year in the category of Reduction of share capital, we were not able to insert figures in total nominal amount and total paid-up amount and therefore the same has been inserted in the category of Others.

Further, The Board, at its meeting held on June 29, 2018, had approved a Scheme of Arrangement between the Company and its Shareholders under Sections 230 to 232 and other applicable provisions of the Act. The Scheme provided for a two-step process for reducing the equity share capital of the Company:

a) Reduction of equity share capital of the Company on the Record Date (as defined in the Scheme) by reducing the face value of the equity shares of the Company from Rs.10 to Re.1 (The capital so reduced was utilised to write off the accumulated losses of the Company.) and

b) Consolidation of 10 equity shares of the Company of Re. 1 into one fully paid-up equity share of the Company of face value of Rs. 10 each immediately upon such reduction.

Request you to kindly take the same on record.

Thanking you

Yours faithfully
For **3i Infotech Limited**

VARIKA
RASTOGI

Varika Rastogi
Company Secretary