



May 29, 2023

BSE Limited

Sir Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001
Security Code: 532628

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C-1, Block G
Bandra Kurla Complex,
Mumbai – 400 051
Scrip code: 3IINFOLTD

Dear Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023

Pursuant to Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company dated May 29, 2023 for the year ended March 31, 2023 issued by BNP & Associates, Company Secretaries.

You are requested to take the same on record.

Thanking you.

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

Varika Rastogi
Company Secretary

Encl: As above

Secretarial Compliance Report of 3i Infotech Limited

(Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) For the Year Ended March 31, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by 3i Infotech Limited, (hereinafter referred as 'the listed entity'), having its Registered Office at Tower #5, International Infotech Park, Vashi, Navi Mumbai-400 703. Secretarial Review was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, BNP & Associates, have examined:

- (a) All the relevant documents and records made available to us and the explanations provided by the listed entity,
- (b) The filings/ submissions made by the listed entity to the stock exchange(s),
- (c) Website of the listed entity,
- (d) Any other documents/ filings, as may be relevant, which have been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of the compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), 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, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015*;



- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

and the circulars/ guidelines issued thereunder;

Note * Pursuant to NSE Circular No. NSE/CML/2023/09 dated January 25, 2023 and BSE Notice No. 20230125-9 dated January 25, 2023 we confirm that, the Listed Entity has submitted the Compliance Certificate to the Stock Exchanges w.r.t. maintenance of Structural Digital Database as required under Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarters ended on June 30, 2022, September 30, 2022 and December 31, 2022. Further we confirm that the Listed Entity was required to capture 2 (two) events during the quarter ended March 31, 2023 and it has accordingly captured the said required events.

And based on the above examination, we hereby report that, during the Review Period:

I.

- (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/ specific clause) | Regulation / Circular No. | Deviations | Action Taken by | Type of Action |
|---------|---|------------------------------|------------|--------------------|-------------------|
| (a) | (b) | (c) | (d) | (e) | (f) |
| None | | | | | |

| Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management response | Remarks |
|-------------------------|-------------|--|------------------------|---------|
| (g) | (h) | (i) | (j) | (k) |
| None | | | | |



(b) The Listed Entity has taken the following action to comply with the observations made in previous reports:

| Sr. No. (a) | Compliance Requirement (Regulations/ circulars/ guidelines/ including specific clause) (b) | Regulation / Circular No. (c) | Deviations (d) | Action Taken by (e) | Type of Action (f) |
|----------------|--|-------------------------------------|-------------------|---------------------------|--------------------------|
| None | | | | | |

| Details of Violation (g) | Fine Amount (h) | Observations/Remarks of the Practicing Company Secretary (i) | Management response (j) | Remarks (k) |
|--------------------------------|--------------------|---|-------------------------------|----------------|
| None | | | | |

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019:

| Sr. No. | Particulars | Compliance Status (Yes/No/ NA) | Observations /Remarks by PCS* |
|---------|--|--------------------------------------|---|
| 1. | Compliances with the following conditions while appointing/re-appointing an auditor | | |
| | <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | NA | There has been no change in the Statutory Auditor(s) of the Listed Entity and their material subsidiaries during the review period. |



| | | | |
|----|---|----|---|
| 2. | Other conditions relating to resignation of statutory auditor | | |
| | <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>i. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>ii. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>iii. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | NA | There has been no change in the Statutory Auditor(s) of the Listed Entity and their material subsidiaries during the review period. |
| 3. | The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019. | NA | There has been no change in the Statutory Auditor(s) of the Listed Entity and their material subsidiaries during the review period. |



III. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations/Remarks by PCS |
|---------|---|-------------------------------|--|
| 1. | <u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI). | Yes | The Listed entity has complied with the requirements of SS-1 and SS-2 respectively in respect of meetings of the Board and its Committees and General meetings of Members as notified by the Central Government under Section 118 (10) of the Companies Act, 2013. |
| 2. | <u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the due approval of Board of Directors of the listed entities.All the policies are in conformity with SEBI Regulations and has been reviewed and timely updated as per the regulations / circulars / guidelines issued by SEBI. | Yes | None |
| 3. | <u>Maintenance and disclosure on Website:</u> <ul style="list-style-type: none">The Listed Entity is maintaining a functioning websiteTimely dissemination of the documents/ information under a separate section on the website.Web-links provide in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. | Yes | None |
| 4. | <u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013. | Yes | The Listed Entity has provided the required confirmation on the same. |



| | | | |
|-----|--|-----|--|
| 5. | <u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | Yes | None |
| 6. | <u>Preservation of Documents:</u> The Listed Entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015 | Yes | None |
| 7. | <u>Performance Evaluation:</u> The Listed Entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations. | Yes | None |
| 8. | <u>Related Party Transactions:</u> (a) The Listed Entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved /ratified/ rejected by the Audit Committee. | Yes | None |
| 9. | <u>Disclosure of events or information:</u> The Listed Entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | None |
| 10. | <u>Prohibition of Insider Trading:</u> The Listed Entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | None |
| 11. | <u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. | NA | No actions were taken against the Listed Entity by SEBI or by the Stock Exchanges during the Review Period including under the Standard Operating Procedures issued by SEBI through various circulars. |
| 12. | <u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc. | NA | No non-compliance has been observed during the Review Period. |



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For BNP & Associates
Company Secretaries**

[Firm Regn. No. P2014MH037400]

[PR No.: - 637/2019]



A handwritten signature in black ink, appearing to read "Avinash Bagul".

**Avinash Bagul
Partner**

FCS No.: - F5578 COP No.: - 19862

UDIN: - F005578E000407067

Date: - 29.05.2023

Place: Mumbai