

COMPLIANCE CERTIFICATE

*[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]*

To,
The Members of
3i Infotech Limited

We, BNP & Associates, Company Secretaries in Practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on October 31, 2022 by the Board of Directors of **3i Infotech Limited** (hereinafter referred to as the "Company"), having CIN: L67120MH1993PLC074411 and having its registered office at Tower # 5, International Infotech Park, Vashi Railway Station Complex, Vashi, Navi Mumbai 400703. This certificate of the compliance, for the year ended on March 31, 2023, is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as the "Regulations").

Management Responsibility:

It is the responsibility of the management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented the following Employee Stock Option Scheme(s) (collectively, the "Schemes"), namely:

- a) 3i Infotech Limited Employee Stock Option Scheme 2000 (hereinafter referred to as "ESOS 2000")
- b) 3i Infotech Limited Employee Stock Option Scheme 2007 (hereinafter referred to as "ESOS 2007");
- c) 3i Infotech Limited Employee Stock Option Scheme 2018 (hereinafter referred to as "ESOS 2018");
- d) 3i Infotech Limited Employee Stock Option Plan 2023 (hereinafter referred to as "ESOP 2023").



In accordance with the Regulations and the Special Resolutions passed by the members of the Company, at the Annual General Meeting of the Company or through Postal Ballot, as under

- ESOS 2000 was approved by the Members of the Company at the Extra-Ordinary General Meeting held on January 28, 2000 and consequently ratified at the Annual General Meeting held on July 22, 2005;
- ESOS 2007 was approved by the Members of the Company at the Annual General Meeting held on July 25, 2007;
- ESOS 2018 was approved by the Members of the Company at the Annual General Meeting held on July 31, 2018; and
- ESOP 2023 was approved by the Members of the Company through Postal Ballot passed on June 25, 2023.

For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Scheme(s) received from/furnished by the Company;
2. Articles of Association of the Company;
3. Minutes of meetings of the Board of Directors;
4. Shareholders' resolutions passed at the General Meeting(s);
5. Minutes of the meetings of Nomination & Remuneration Committee;
6. Valuation Report;
7. Exercise Price/Price formula;
5. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
6. Other explanations provided by the Company and information made available to us.

Certification:

In our opinion and to the best of our knowledge and according to the verification as considered necessary and explanations furnished to us by the Company and its management, we certify that the Company has implemented the Schemes in accordance with the applicable provisions of the Regulations and the shareholders' resolutions.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.



2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For BNP & Associates

Company Secretaries

[Firm Regn. No. P2014MH037400]

(PR No: - 637/2019)



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

Date of Signature: August 30, 2023

Place: Mumbai

Avinash Bagul

Partner

FCS No: 5578

CP No: 19862

UDIN: F005578E000893564