

Details of combined voting results of remote e-voting and physical voting through ballot paper conducted for resolutions passed at the 22nd Annual General Meeting of 3i Infotech Limited held on Wednesday, September 23, 2015

Date of the AGM / EGM: September 23, 2015

Total number of shareholders on record date: 163,009

No. of Shareholders present in the meeting either in person or through proxy:

- Promoters and Promoter Group: 0
- Public: 66

No. of Shareholders attended the meeting through Video Conferencing

- Promoters and Promoter Group: 0
- Public: 0



Item No. 1- To receive, consider and adopt the audited Profit and Loss Account for the financial year ended March 31, 2015 and the Balance Sheet as on that date, together with the Reports of the Directors and Auditors thereon.

Resolution required: Ordinary Resolution

Mode of Voting: Ballot & E-voting

Promoter /Public	No. of Shares Held (1)	No of votes through e-voting (2)	No of votes through poll (3)	Total No. of votes (4 = 2+3)	% of votes on outstanding shares $5 = (4/1)*100$	No. of votes- In favour (6)	No. of votes- Against (7)	% of votes in favour on votes polled $8 = (6/4)*100$	% of votes against on votes polled $9 = (7/4)*100$
Promoter & Promoter Group	30,560,488	30,560,488	0	30,560,488	100.000	30,560,488	0	100.000	-
Public-Institutional Holder	105,938,891	8,500	0	8,500	0.008	8,500	0	100.000	-
Public-Others	476,018,360	4,986,912	22,096,906	27,083,818	5.690	27,071,733	12,085	99.955	0.045
Total	612,517,739	35,555,900	22,096,906	57,652,806	9.412	57,640,721	12,085	99.979	0.021



Item No. 2- To appoint a Director in place of Mr. Madhivanan Balakrishnan (DIN-01426902), who retires by rotation at this AGM and being eligible, offers himself for re-appointment.

Resolution required: Ordinary Resolution

Mode of Voting: Ballot & E-voting

Promoter /Public	No. of Shares Held (1)	No of votes through e-voting (2)	No of votes through poll (3)	Total No. of votes (4 = 2+3)	% of votes on outstanding shares 5= (4/1)*100	No. of votes- In favour (6)	No. of votes- Against. (7)	% of votes in favour on votes polled 8 =(6/4)*100	% of votes against on votes polled 9=(7/4)*100
Promoter & Promoter Group	30,560,488	30,560,488	0	30,560,488	100.000	30,560,488	0	100.000	-
Public- Institutional Holder	105,938,891	8,500	0	8,500	0.008	8,500	0	100.000	-
Public- Others	476,018,360	4,975,352	22,062,318	27,037,670	5.680	26,910,010	127,660	99.528	0.472
Total	612,517,739	35,544,340	22,062,318	57,606,658	9.405	57,478,998	127,660	99.778	0.222



Item No. 3- Ratification of appointment of auditors of the Company and to fix their remuneration.

Resolution required: Ordinary Resolution

Mode of Voting: Ballot & E-voting

Promoter /Public	No. of Shares Held (1)	No of votes through e-voting (2)	No of votes through poll (3)	Total No. of votes (4 = 2+3)	% of votes on outstanding shares 5= (4/1)*100	No. of votes- In favour (6)	No. of votes- Against. (7)	% of votes in favour on votes polled 8 =(6/4)*100	% of votes against on votes polled 9=(7/4)*100
Promoter & Promoter Group	30,560,488	30,560,488	0	30,560,488	100.000	30,560,488	0	100.000	-
Public- Institutional Holder	105,938,891	8,500	0	8,500	0.008	8,500	0	100.000	-
Public- Others	476,018,360	4,977,730	22,096,906	27,074,636	5.688	27,053,516	21,120	99.922	0.078
Total	612,517,739	35,546,718	22,096,906	57,643,624	9.411	57,622,504	21,120	99.963	0.037



Item No. 4- Appointment of Ms. Sarojini Dikhale (DIN-02755309) as an Independent Director for a period of 5 years effective September 23, 2015

Resolution required: Ordinary Resolution

Mode of Voting: Ballot & E-voting

Promoter /Public	No. of Shares Held (1)	No of votes through e-voting (2)	No of votes through poll (3)	Total No. of votes (4 = 2+3)	% of votes on outstanding shares 5= (4/1)*100	No. of votes- In favour (6)	No. of votes- Against. (7)	% of votes in favour on votes polled 8 =(6/4)*100	% of votes against on votes polled 9=(7/4)*100
Promoter & Promoter Group	30,560,488	30,560,488	0	30,560,488	100.000	30,560,488	0	100.000	-
Public-Institutional Holder	105,938,891	8,500	0	8,500	0.008	8,500	0	100.000	-
Public- Others	476,018,360	26,247,665	778,985	27,026,650	5.678	26,977,900	48,750	99.820	0.180
Total	612,517,739	56,816,653	778,985	57,595,638	9.403	57,546,888	48,750	99.915	0.085



Item No. 5- A ppointment of Dr. Shashank Desai (DIN-00143638) as an Independent Director for a period of 5 years effective September 23, 2015

Resolution required: Ordinary Resolution

Mode of Voting: Ballot & E-voting

Promoter /Public	No. of Shares Held (1)	No of votes through e-voting (2)	No of votes through poll (3)	Total No. of votes (4 = 2+3)	% of votes on outstanding shares 5= (4/1)*100	No. of votes- In favour (6)	No. of votes- Against. (7)	% of votes in favour on votes polled 8 =(6/4)*100	% of votes against on votes polled 9=(7/4)*100
Promoter & Promoter Group	30,560,488	30,560,488	0	30,560,488	100.000	30,560,488	0	100.000	-
Public-Institutional Holder	105,938,891	8,500	0	8,500	0.017	8,500	0	100.000	-
Public-Others	476,018,360	4,978,327	22,096,906	27,075,233	5.688	27,045,423	29,810	99.890	0.110
Total	612,517,739	35,547,315	22,096,906	57,644,221	10.383	57,614,411	29,810	99.948	0.052



Item No. 6- Appointment of Mr. Ashok Shah (DIN-01194846) as an Independent Director for a period of 5 years effective October 1, 2015

Resolution required: Special Resolution

Mode of Voting: Ballot & E-voting

Promoter /Public	No. of Shares Held (1)	No of votes through e-voting (2)	No of votes through poll (3)	Total No. of votes (4 = 2+3)	% of votes on outstanding shares 5= (4/1)*100	No. of votes- In favour (6)	No. of votes- Against. (7)	% of votes in favour on votes polled 8 =(6/4)*100	% of votes against on votes polled 9=(7/4)*100
Promoter & Promoter Group	30,560,488	30,560,488	0	30,560,488	100.000	30,560,488	0	100.000	-
Public-Institutional Holder	105,938,891	8,500	0	8,500	0.017	8,500	0	100.000	-
Public-Others	476,018,360	4,976,712	22,096,906	27,073,618	5.688	27,029,663	43,955	99.838	0.162
Total	612,517,739	35,545,700	22,096,906	57,642,606	10.383	57,598,651	43,955	99.924	0.076



Item No. 7- Approval for payment of remuneration to Mr. Madhivanan Balakrishnan (DIN-01426902) as the Managing Director & CEO for a period of 2 years effective July 1, 2015

Resolution required: Special Resolution

Mode of Voting: Ballot & E-voting

Promoter /Public	No. of Shares Held (1)	No of votes through e-voting (2)	No of votes through poll (3)	Total No. of votes (4 = 2+3)	% of votes on outstanding shares 5= (4/1)*100	No. of votes- In favour (6)	No. of votes- Against. (7)	% of votes in favour on votes polled 8 =(6/4)*100	% of votes against on votes polled 9=(7/4)*100
Promoter & Promoter Group	30,560,488	30,560,488	0	30,560,488	100.000	30,560,488	0	100.000	-
Public-Institutional Holder	105,938,891	8,500	0	8,500	0.017	8,500	0	100.000	-
Public- Others	476,018,360	4,984,967	22,062,318	27,047,285	5.682	26,884,359	162,926	99.398	0.602
Total	612,517,739	35,553,955	22,062,318	57,616,273	10.378	57,453,347	162,926	99.717	0.283



24th September, 2015

Combined Scrutinizer's Report on Remote E-voting & Physical voting conducted at the 22nd Annual General Meeting (AGM) of 3i Infotech Limited held on Wednesday, 23rd September, 2015 at 4:00 p.m. at Arya Samaj Hall, Plot No.6, Sector 9A, Vashi, Navi Mumbai - 400 703

To,
Chairman
3i Infotech Limited
Tower #5,
International Infotech Park,
Vashi Station Complex,
Navi Mumbai - 400 703

Sub: Passing of Resolution(s) through electronic voting and physical voting done at the venue of the AGM pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

The Board of Directors of 3i Infotech Limited (hereinafter referred to as the "Company") at its meeting held on July 28, 2015 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the physical ballot forms to be received from the members at the venue of the Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with the Listing Agreement.

Report on Scrutiny:

- The Company had appointed National Securities Depository Limited ("NSDL") as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. The Company has its own share department for handling the Registrar and share transfer agency services herein after referred to as "RTA".
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the AGM of the Company, which was held on Wednesday, 23rd September, 2015.



- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also on the Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Friday, 18th September, 2015**.
- The Remote E-Voting facility was kept open from **Sunday, 20th September, 2015** from 9:00 A.M. to **Tuesday, 22nd September, 2015** at 5:00 P.M.
- The Company completed the dispatch of the notices to the members by Thursday, August 27, 2015.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in The Free Press Journal newspaper having country-wide circulation dated Wednesday, September 2, 2015 and in Marathi in Navshakti newspaper dated Wednesday, September 2, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on 22nd September, 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 22nd AGM of the Company held on 23rd September, 2015, the facility to vote through Ballot Paper was provided to facilitate those members present at the meeting but could not participate in Remote E-voting to record their votes.
- The Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Shivakumar P.S. and Ms. Disha Kapadia who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20 of the Companies (Management & Administration) Rules, 2014.
- At the AGM venue, one (1) ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and the ballot papers were diligently scrutinized. The ballot papers/forms were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the



Company. The ballot papers, which were incomplete and/or which were otherwise found defective / ineligible have been treated as invalid and kept separately.

- Thereafter, I, as a Scrutinizer duly compiled the details of the Remote E-Voting carried out by the Members together with the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at the venue of the AGM by way of Ballot Papers are as under:

Details	Remote E-voting	Voting through Ballot paper at AGM	Total voting
Number of members who cast their votes	183	50	233
Total number of Shares held by them	56822851	22096906	78919757
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	As mentioned under each of the Resolution(s) mentioned hereunder		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting and Physical Voting by ballot paper at the venue of the meeting.



ORDINARY BUSINESS:**I) Item No. 1 of the Notice (As an Ordinary Resolution):**

Adoption of audited Profit and Loss Account for the financial year ended March 31, 2015 and the Balance Sheet as on that date, together with the Reports of the Directors and Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	35543815	99.966	12085	0.034	21266951
Physical Voting	22096906	100.000	0	0	0
TOTAL	57640721	99.979	12085	0.021	21266951

II) Item No. 2 of the Notice (As an Ordinary Resolution):

Re-appointment of Mr. Madhivanan Balakrishnan (DIN-01426902), who retires by rotation at this AGM and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	35416680	99.641	127660	0.359	21278511
Physical Voting	22062318	100.000	0	0	34588
TOTAL	57478998	99.778	127660	0.222	21313099



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III) Item No. 3 of the Notice (As an Ordinary Resolution):
Ratification of appointment of auditors of the Company and to fix their remuneration.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	35525598	99.941	21120	0.059	21276133
Physical Voting	22096906	100.000	0	0	0
TOTAL	57622504	99.963	21120	0.037	21276133

SPECIAL BUSINESS:

I) Item No. 4 of the Notice (As an Ordinary Resolution):
Appointment of Ms. Sarojini Dikhale (DIN-02755309) as an Independent Director for a period of 5 years effective September 23, 2015.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	56767903	99.914	48750	0.086	6198
Physical Voting	778985	100.000	0	0	21317921
TOTAL	57546888	99.915	48750	0.085	21324119



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II) Item No. 5 of the Notice (As an Ordinary Resolution):

Appointment of Dr. Shashank Desai (DIN-00143638) as an Independent Director for a period of 5 years effective September 23, 2015.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	35517505	99.916	29810	0.084	21275536
Physical Voting	22096906	100.000	0	0	0
TOTAL	57614411	99.948	29810	0.052	21275336

III) Item No. 6 of the Notice (As a Special Resolution):

Appointment of Mr. Ashok Shah (DIN-01194846) as an Independent Director for a period of 5 years effective October 1, 2015.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	35501745	99.876	43955	0.124	21277151
Physical Voting	22096906	100.000	0	0	0
TOTAL	57598651	99.924	43955	0.076	21277151

IV) Item No. 7 of the Notice (As a Special Resolution):

Approval for payment of remuneration to Mr. Madhivanan Balakrishnan (DIN-01426902) as Managing Director & CEO for a term of 2 years.

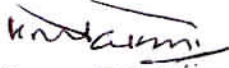
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	35391029	99.542	162926	0.458	21268896
Physical Voting	22062318	100.000	0	0	34588
TOTAL	57453347	99.717	162926	0.283	21303484

All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at the AGM by way of Ballot Papers with the requisite majority and hence deemed to be having passed at the AGM.

I hereby confirm that, I have maintained the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote E-Voting and voting conducted at AGM by way of Ballot Papers by the Members of the Company. The Ballot papers and all other relevant records relating to e-voting and physical voting which were under my safe custody are separately handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
For BNP & Associates



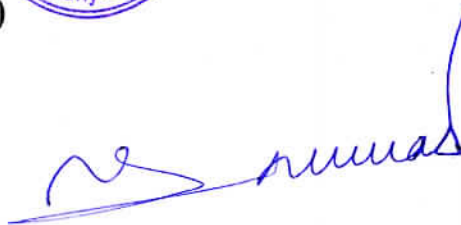
Keyoor Bakshi
Partner

FCS No. 1844 / CoP. No. 2720)



Witnesses:

1. Mr. Shivakumar P.S.:



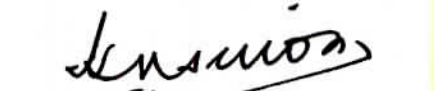
2. Ms. Disha Kapadia:



Received the Report together with other data/records mentioned therein:

Place: Mumbai

Date: 24th September, 2015


Signed by Mr. Hoshang N. Sinor
Chairman