

Date of Extra-Ordinary General Meeting	June 20, 2018
Total number of shareholders on record date (June 15, 2018)	163,531
No. of shareholders present in the meeting either in person or through proxy	59
Promoters and Promoter Group : Public :	Not Applicable 59
No of shareholders who attended the meeting through video conferencing: Promoters and Promoter Group : Public :	 0 0

Agenda-wise disclosure (to be disclosed separately for each agenda item) As disclosed below

Resolution required : Ordinary Item No.1 - Appointment of Mr. Roopendra Narayan Roy (DIN : 00152621) as an Independent Director for a period of 5 (five) years effective June 20, 2018

Whether promoter/ promoter group are interested in the agenda/ resolution? No.

Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public - Institutions	E-Voting	611,676,861	399,732,871	65.35	-	399,732,871	-	92.22
	Poll	-	33,727,818	5.51	-	33,727,818	-	7.78
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	611,676,861	433,460,689	70.86	-	433,460,689	-	100.00
Public - Non Institutions	E-Voting	1,003,868,317	339,451,847	33.81	337,294,671	2,157,176	99.16	0.63
	Poll	-	702,919	0.07	664,529	38,390	0.09	0.01
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	1,003,868,317	340,154,766	33.88	337,959,200	2,195,566	99.25	0.65
Total		1,615,545,178	773,615,455	47.89	337,959,200	435,656,255	43.686	56.314

Details of Invaliid Votes	
Category	No. of Votes
Promoter & Promoter Group	Nil
Public Institutions	2 -Votes for 1403860 shares
Public - Non Institutions	Nil

**Combined Scrutinizer's Report on Remote E-voting & Voting by ballot paper conducted at the  
10<sup>th</sup> Extra-Ordinary General Meeting of 3i Infotech Limited held on Wednesday, June 20, 2018 at  
Vashi, Navi Mumbai**

To,  
The Chairman,  
3i Infotech Limited  
Tower#5, 3<sup>rd</sup> to 6<sup>th</sup> Floor,  
International Infotech Park,  
Vashi, Navi Mumbai- 400 703

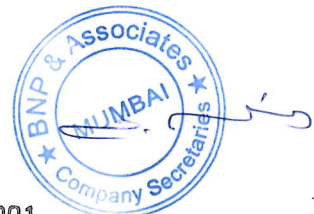
**10<sup>th</sup> Extra-Ordinary General Meeting (EGM) of the Equity Shareholders of 3i Infotech Limited held  
on Wednesday, June 20, 2018 at 10.30 a.m. at Vishnudas Bhave Natyagruha, Sector 16 A,  
Opp. Vashi Bus Depot, Vashi, Navi Mumbai – 400703**

**Sub: Passing of Resolution through Remote e- voting and voting by Poll paper at the venue of the  
EGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014, as amended and Regulation 44  
of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015**

The Board of Directors of 3i Infotech Limited (*hereinafter referred to as the "3i Infotech"*) by a Circular Resolution passed by the Board on May 20, 2018 has appointed me as the Scrutinizer for the Remote E-voting process as well as to scrutinize the voting by physical ballots conducted at the venue of the Extra-Ordinary General Meeting (**EGM**) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

**Report on Scrutiny:**

- The 3i Infotech had appointed National Securities Depository Ltd. ('**NSDL**') as the **Service provider**, for the purpose of extending the facility of Remote E-Voting to the Members of the 3i Infotech.
- 3i Infotech has an in house registry division and accordingly are also the Registrar and Share Transfer Agents ('**RTA**') of the 3i Infotech.



- The Service Provider had provided a system for recording the votes of the Members through Remote E-voting on the only item of the business sought to be transacted in the Extra-Ordinary General Meeting ('EGM') of the 3i Infotech, which was held on Wednesday, June 20, 2018.
- The Service Provider had set up electronic voting facility on their website, URL: <https://www.evoting.nsdl.com>. 3i Infotech had uploaded the item of the business to be transacted at the EGM on the website of the 3i Infotech at <https://www.3i-infotech.com> and also its Service Provider mentioned above to facilitate their Members to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the EGM was May 11, 2018 and as on that date, there were 163,663 Members of the 3i Infotech. The service provider had sent the Notices of the EGM along with E-voting details by email to 121,015 Members whose email Id was made available by the Depositories and for those Members, holding in physical form, who had registered their email Id with the RTA by the said cut off date namely, May 11, 2018. In respect of 42,648 Members, whose Email Ids were not available, 39,552 Notices were sent by courier, 3,049 notices were sent by speed post and 47 notices were sent through Airmail on May 28, 2018. In respect of 14,170 cases, where the transmissions through e-mail ID had failed, the Company had sent the Notice of the EGM through physical form by courier/airmail.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- 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 , June 15, 2018**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days from **Sunday, June 17, 2018 at 09.00 A.M. (IST) to Tuesday, June 19, 2018 at 5:00 P.M. (IST)**.
- 3i Infotech completed the dispatch of the notices to the members by May 28, 2018.
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, 3i Infotech also released an advertisement, which was published more than 21 days before the date of the EGM in English in 'Free Press Journal' newspaper having country-wide circulation dated May 29, 2018 and in Marathi in 'Navshakti' newspaper dated May 29, 2018. 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 June 19, 2018 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.





- At the venue of the EGM of the 3i Infotech held on June 20, 2018, the facility to vote through physical ballot papers was made available to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On Wednesday, June 20, 2018, after tabulating the votes conducted at the venue of the EGM through physical ballots, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Navneet Bathla and Ms. Madhushree Dessai who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20
- Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the voting through physical ballots done at the venue of the EGM, the details of which are as follows:

The results of the Remote E-voting together with that of the voting by physical ballots conducted at venue of the EGM are as under:

Details	Remote E-voting	Voting by ballot paper at the EGM	Total voting
Number of members who cast their votes	265	25	290
Total number of Shares held by them	740588578	34430737	775019315
Valid votes	<b>371725671</b>		
Invalid Votes	<b>1403860</b>		

**Note:**

- Percentage of votes cast in favour or against the resolution is calculated based on the Valid Votes cast through Remote E-Voting and voting by the ballot paper at the venue of the EGM.

**SPECIAL BUSINESS**

- I) Item No. 1 of the Notice (As an Ordinary Resolution): *Appointment of Mr. Roopendra Narayan Roy (DIN00152621) as an Independent Director for a period of five years effective June 20, 2018***

Item 1 of Notice as mentioned above	Votes in favour of the		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	337294671	45.631	401890047	54.369	1403860
Voting by Ballot at the EGM	664529	<b>1.930</b>	33766208	<b>98.070</b>	0
<b>TOTAL</b>	337959200	43.686	435656255	56.314	1403860



**Votes in favour of resolution is 43.686% and against the resolution is 56.314%**

**Item 1 of Notice not passed for want of the requisite majority**

The Resolution mentioned in the EGM Notice dated May 20, 2018 as per the details given above not passed under Remote E-voting and voting conducted at EGM through physical ballots for want of the requisite majority.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid/abstained/voted for lesser shares, for each resolution is enclosed.

I hereby confirm that I am maintaining the Registers received from the RTA and electronic data received from the Service Provider, in respect of the votes cast through Remote E-Voting and voting conduct at EGM by way of physical ballots by the Members of the 3i Infotech. All other relevant records relating to remote e-voting and voting by ballot papers is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the EGM Minutes are signed.

Thanking you,

Yours Faithfully

For BNP & Associates

COMPANY SECRETARIES



CS B Narasimhan

(Partner)

(FCS no 1303 COP no 10440)

Place: Mumbai

Date: June 21, 2018

**The following were the witnesses to the unblocking the votes cast through remote e-voting.**

**1. Ms. Nayneet Bathla**

**2. Ms. Madhushree Dessai**

**I have received the report:**

Signature

Chairman / Managing Director

Place: Mumbai

Date: June 21, 2018