Date of Annual General Meeting

July 31, 2018

Total number of shareholders on record date (July 24, 2018)	164.572
No. of shareholders present in the meeting either in person or through proxy	74
Promoters and Promoter Group :	
Public :	Not Applicable
No of shareholders who attended the meeting through video conferencing:	74
Promoters and Promoter Group :	
Public :	0
	0
Agenda-wise disclosure (to be disclosed seperately for each agenda item)	As disclosed below

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As disclosed below

Resolution required : (Ordinary/Special)

Item No.1 - Adoption of the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2018, together with Reports of the Board of Directors and the Auditors thereon

Category	• Mode of Voting	No. of shares held	No of votes Polled		No. of Votes in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against o votes polled
		(1)	(2)	(3) ([(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7)
Promoter and	E-Voting						[(4)/(2)] 100	[(5)/(2)]*100
Promoter	Poll							÷
Group	Postal Ballot (if applicable)					-	-	
	Total					A	5.	
Public -					6	-	1	
	E-Voting	Voting 588,629,069	263,922	0.04	263,922		1.01	
nstitutions	Poll		25 805 949				1.01	
iona di la cons	Postal Ballot (if		25,895,818	4.40	25,895,818		98.99	
	applicable)	·						
	Total	588,629,069	26,159,740	4.44	00 450 740			*
	E-Voting	1,026,916,109			26,159,740		100.00	
ublic - Non	Poll		98,211,694	9.56	97,847,395	364,299	26.04	0.0970
nstitutions	Postal Ballot (if		277,525,746	27.03	277,525,746		73.86	0.0010
	applicable)							
	Total	1,026,916,109	375,737,440	26.50	075 075 111			
Total		1,615,545,178	401,897,180		375,373,141	364,299	99.90	0.10
				24.00	401,532,881	364,299	99.909	0.091

Item No.2 - Re-appointment of Ms. Sarojini Dikhale (DIN-02755309), who retires by rotation and being eligible, offers herself fro re-appointment

Category	Mode of Voting		No of votes Polled	% of Votes Polled or outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	
a - 1	E-Voting	(1)	(2)	(3) ([(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	Poll		· · · ·				-	[(0)/(2)] 100
	Postal Ballot (if applicable)					-	1	-
	Total				-		-	
Public -	E-Voting	588,629,069	263,922	0.04		263,922		
Institutions	Poll		25,895,818	4.40	05 000 000		1	1.01
	Postal Ballot (if applicable)				25,895,818		98.99	· · · · · · · · · · · · · · · · · · ·
	Total	588,629,069	26,159,740	4.44	-	Sector and the	-	•
	E-Voting	1,026,916,109	97,954,894	9.54	25,895,818	263,922	98.99	1.01
Public - Non nstitutions	Poll		277,525,746	27.03	54,158,762	43,796,132	14.42	11.66
nonutions	Postal Ballot (if applicable)	-		21.03	147,811	277,377,935	0.04	73.87
Total	Total	1,026,916,109	375,480,640	36.56	-			
Utai		1,615,545,178	401,640,380	24.86	54,306,573 80,202,391	321,174,067 321,437,989	14.46 19.969	85.54 80.031



Item No.3 - Ratification of appointment of M/s. GMJ & Co., Chartered Accountants as the Statuary Auditors of the Company till conclusion of 26th AGM

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

Category	Mode of Voting		No of votes Polled	% of Votes Polled or outstanding shares	No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against or votes polled
		(1)	(2)	(3) ([(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7)
Promoter and Promoter	E-Voting	-					1 1/(2/1100	[(5)/(2)]*100
	Poll				· · · · · · · · · · · · · · · · · · ·			
Group	Postal Ballot (if applicable)	-					-	
	Total			Sector Sector	-			1
Public -				-				
	E-Voting	588,629,069	263,922	0.04	263,922	38 -	1.01	-
Institutions	Poll		25,895,818					
	Postal Ballot (if		23,893,818	4.40	25,895,818		98.99	
	applicable)							
	Total	588,629,069	26,159,740					
	E-Voting	1,026,916,109		4.44	26,159,740	Sec. 1033	100.00	
Public - Non	A second state and second state	1,020,910,109	97,987,862	9.54	97,266,953	720,909	25.90	
nstitutions	Poll		277,525,746	27.03		1 20,000	and the second sec	0.19
nationolis	Postal Ballot (if applicable)			- 21.03	277,525,746		73.91	
	Total	1,026,916,109	375,513,608		and the second second			
Fotal		1,615,545,178	401,673,348	36.57	374,792,699	720,909	99.81	0.19
			401,073,348	24.86	400,952,439	720,909	99.821	0.19

and the second second



Item No.4 - Renewal of the resolution passed by the Members on March 18, 2016 (and renewed on May 21, 2017) in relation to issue of Equity Shares against conversion of a portion of the outstading amounts due to the DRS Lenders and ratification of the actions taken pursuant thereto

Category	Mode of Voting	No. of shares held	No of votes Polled		No. of Votes – in favour	No. of Votes - against	% of Votes in favour on votes polled	no tot Votes against on
		(1)	(2)	(3) ([(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter	E-Voting						-	
	Poll						in the second	
Group	Postal Ballot (if applicable)			-				<u> </u>
	Total			1		-	-	
	E-Voting	588,629,069	263,922	0.04	263,922		0.18	
Public - Institutions	Poll	-	149,628,500	25.42	149,628,500		00.00	
institutions.	Postal Ballot (if applicable)	-		-	-		99.82	
	Total	588,629,069	149,892,422	25.46	149,892,422		100.00	
	E-Voting	1,026,916,109	97,967,794	9.54	97,065,238	902,556		0.24
Public - Non	Poll	1	277,525,496	27.03	277,525,496		73.91	
Institutions	Postal Ballot (if applicable)	-	· · · · · · · · · · · · · · · · · · ·			-	-	
	Total	1,026,916,109	375,493,290	36.57	374,590,734	902,556	99.76	0.04
Total		1,615,545,178	525,385,712	32.52	524,483,156	902,556	99.78	0.24

Item No.5 - Approval for issue of shares under 3i Infotech Employee Stock Option Scheme 2018 to Employees and Directors of the Company

Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled or outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	
	200	(1)	(2)	(3) ([(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter	E-Voting	· · · · · · · · · · · · · · · · · · ·		1				
	Poll				and the second s			
Group	Postal Ballot (if applicable)	1					· · ·	
in the second	Total	•	-					1
	E-Voting	588,629,069	263,922	0.04		263,922	- -	0.18
Public - Institutions	Poll		149,628,500	05.40	110.000.000			
institutions	Postal Ballot (if applicable)		-		149,628,500		99.82	
	Total	588,629,069	149,892,422	25.46	149,628,500	262.000		-
2.0.1	E-Voting	1,026,916,109	96,725,257	9.42	55,013,125	<u>263,922</u> 41,712,132	<u>99.82</u> 14.70	0.18
Public - Non	Poll	-	277,525,496	27.03	277,525,496			11.10
	Postal Ballot (if applicable)			-	- 217,323,496		74.15	
	Total	1,026,916,109	374,250,753	36.44	332,538,621	41 710 400		the second s
Total		1,615,545,178	524,143,175	32.44	482,167,121	41,712,132 41,976,054	88.85	<u>11.15</u> 8.009



Item No.6 - Approval for issue of shares under 3i Infotech Employee Stock Option Scheme 2018 to Employees and Directors of subsidiaries of the Company

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Category	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled or outstanding shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% OT VOICE againet or
		(1)	(2)	(3) ([(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
	E-Voting			lease the second second				[[0]/(2)] 100
Promoter and Promoter	Poll				-		•	
Group	Postal Ballot (if applicable)	•		-		-	· · ·	
	Total		-	-		in the second second		
	E-Voting	588,629,069	263,922	0.04		263,922	- As	0.18
Public - Institutions	Poll		149,628,500	05.40				
institutions	Postal Ballot (if applicable)		-	- 25.42	149,628,500	-	99.82	
	Total	588,629,069	149,892,422	25.46	149,628,500	000.000		
	E-Voting	1,026,916,109	97,967,704	9.54	56,252,172	263,922 41,715,532	<u>99.82</u> 14.98	0.18
Public - Non	Poll	-	277,525,496	27.03	277,525,496	a second s		
Institutions	Postal Ballot (if applicable)		Creation of the		- 211,323,496		73.91	
	Total	1,026,916,109	375,493,200	36.57	333,777,668	44 745 500		
Total		1,615,545,178	525,385,622	32.52	483,406,168	41,715,532 41,979,454	88.89 92.0098	<u> </u>

Details of Invalli	d Votes	Resolution 1	Desclution	1			1. 1. 1. 1. 1. A.
Category Promoter & Promoter Group	No. of Votes Nil	23 Votes	Resolution 2 28 Votes	Resolution 3 24 Votes	25 Votes	Resolution 5 29 Votes	Resolution 6 24 Votes
Public Institutions	Nil	202178367 shares	202435167 shares	202402199 shares	78689835 shares	79930372 shares	
Publi - Non Institutions	Nil						

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Combined Scrutinizer's Report on Remote E-voting & Voting by Poll Paper conducted at the 25th Annual General Meeting of 3i Infotech Limited held on Tuesday, July 31, 2018

To,

The Chairman, 3i Infotech Limited Tower No 5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai - 400 703

25th Annual General Meeting (AGM) of the Equity Shareholders of 3i Infotech Limited held on Tuesday, July 31, 2018 at 12:30 p.m. at Arya Samaj Hall, Plot No. 6, Sector 9A, Vashi, Navi Mumbai - 400 703

Sub. Passing of Resolution(s) through Remote e-voting and voting by Poll Paper 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors of 3i Infotech Limited (herein after referred to as 3i Infotech or the Company) in their meeting held on 29th June, 2018, has appointed me as the Scrutinizer for the Remote E-voting process and voting by Ballot Paper 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 and in accordance with Regulation 44 of the SEBI (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:

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- The Company has engaged the services of NSDL as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company
- 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 in the 25th AGM of 3i Infotech Limited, which was held on Tuesday, July 31, 2018.
- The Service Provider had set up electronic voting facility on their website URL <u>https://www.evoting.nsdl.com</u> 3i Infotech had uploaded all the items of the business to be transacted at the AGM on the website of 3i Infotech and its Service Provider mentioned above to facilitate their Members to cast their vote through Remote E-Voting.

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- The internal cut-off date for the dispatch of the Notice of the AGM was June 22, 2018 and as on that date, there were 163,806 Members of the 3i Infotech. The Company had sent the Notices of the AGM along with Annual Report and E-voting details by email to 121,663 members whose email Id was made available by the two Depositories and for those members, holding in physical form, who had registered their email Id with the Company. In respect of 42,143 cases, the Notices of the AGM along with Annual Report and E-voting details were sent in physical form through courier/speed post/airmail of which 39,009 were sent through courier, 3088 through speed post and 46 through Airmail on July 6, 2018. In respect of 10,193 cases, where the transmissions through email had failed, the Company had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by Courier/Registered Post/speed post/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 Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, 3i Infotech also released an advertisement, which was published 21 days before the date of the AGM in English in The Free Press Journal newspaper dated July 7, 2018 and in Marathi in Navshakti newspaper dated July 7, 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.
- 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 Tuesday, July 24, 2018.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days i.e. from Saturday, July 28, 2018 at 9:00 a.m. (0900 hours) Indian Standard Time (IST) to Monday, July 30, 2018 IST at 5:00 p.m.(1700 hours) Indian Standard Time (IST).
- At the end of the remote e-voting period on Monday, July 30, 2018 at 5:00 p.m. IST (1700 hours), the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 25th AGM of 3i Infotech held on Tuesday, July 31, 2018, the facility to vote through physical ballot papers was made available to the members of the Company present at the Meeting and who had not cast their votes earlier through remote e-voting.
- On Tuesday, July 31, 2018, after tabulating the votes conducted at the AGM, the votes cast through Remote E-voting facility was duly unblocked by me as a scrutinizer in the presence of Ms. Rishi Jaiswal and Mr. Shivam Asati who acted as the witnesses, as prescribed in sub Rule 4(xii) of the said Rule 20.

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 Thereafter, I as a scrutinizer duly complied the details of Remote E-Voting carried out by the Members and the voting done through ballot paper at the venue of the AGM, the details of which are as follows:

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

Details	Remote E-voting	Voting by Ballot Paper at the AGM	Total voting				
Number of members who cast their votes	232	33	265				
Total number of Shares held by them	17,69,21,186	42,71,54,361	60,40,75,547				
Valid votes	As per details provided under each of the Resolution(s) mentioned hereunder						
Abstained / Invalid /less voted	Various as mentioned under each of the Resolution(s)						

Notes:

- Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and voting by the way of Ballot Paper at the venue of the AGM.
- 2. Break up of votes cast through remote e-voting and voting by the way of Poll Paper at the venue of the AGM for each resolution of the Notice is given in a separate sheet attached

ORDINARY BUSINESS

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

Adoption of the audited Profit and Loss Account for the financial year ended March 31, 2018 and the Balance Sheet as on that date, together with the Report of the Directors and Auditors thereon.



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Company Secretarine

Manner of voting	Votes in favour of the resolution		Vote against the n	Abstained / less voted / Invalid votes	
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	40,15,32,881	99.909	3,64,299	0.091	20,21,78,367

Item No. 1 of the Notice stands passed with the requisite majority

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

Re-appointment of Ms. Sarojini Dikhale (DIN: 02755309), who retires by rotation and being eligible, offers herself for re-appointment

Manner of voting	Votes in favour of the resolution		Vote against the re	Abstained / less voted / Invalid votes	
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	8,02,02,391	19.969	32,14,37,989	80.031	20,24,35,167

Item No. 2 of the Notice stands not passed with the requisite majority

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Ratification of appointment of M/s. GMJ & Co., Chartered Accountants as the Statutory Auditors of the Company till conclusion of 26th AGM.



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Manner of voting	Votes in favour of the resolution		Vot against the	Abstained / less voted / Invalid votes	
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	40,09,52,439	99.821	7,20,909	0.179	20,24,02,199

Item No. 3 of the Notice stands passed with the requisite majority

SPECIAL BUSINESS

IV) Item No. 4 of the Notice (As an Special Resolution):

Approval for Renewal of the resolution passed by the Members on March 18, 2016 (and renewed on May 21, 2017) in relation to issue of Equity Shares against conversion of a portion of the outstanding amounts due to the DRS Lenders and ratification of the actions taken pursuant thereto

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	52,44,83,156	99.828	9,02,556	0.172	7,86,89,835

Item No. 4 of the Notice stands passed with the requisite majority

V) Item No. 5 of the Notice (As an Special Resolution):

Approval for issue of shares under 3i Infotech Employee Stock Option Scheme 2018 to Employees and Directors of the Company

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Company States

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /less voted / Invalid votes	
	Nos.	%age	Nos.	%age	Nos.	
Total votes through Remote e-voting and voting at meeting	48,21,67,121	91.991	4,19,76,054	8.009	7,99,32,372	

Item No. 5 of the Notice stands passed with the requisite majority

VI) Item No. 6 of the Notice (As an Special Resolution):

Approval for issue of shares under 3i Infotech Employee Stock Option Scheme 2018 to Employees and Directors of subsidiaries of the Company.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /less voted / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	48,34,06,168	92.009	4,19,79,454	7.990	7,86,89,925

Item No. 6 of the Notice stands passed with the requisite majority

All the Resolutions mentioned in the AGM Notice dated 29th June, 2018 as per the details given above stand passed under Remote e-voting and voting conducted at AGM by way of physical ballot paper with the requisite majority and deemed to be passed as on the date of the AGM.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" or "AGAINST" and those who "ABSTAINED" together with those whose votes were declared invalid for each resolution is being delivered to the Company Secretary separately.

I hereby confirm that I am maintaining 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 by way of voting through physical ballot paper at the meeting by the Members of **3i Infotech Limited**.

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The relevant records relating to e-voting and Voting by Ballot Paper is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the AGM Minutes are signed.

Thanking you,

Yours faithfully,

For, BNP & Associates Company Secretaries

CS Avinash Bagul Partner Membership no FCS. 5578 COP 19862 Place: Mumbai Date: August 2, 2018 Witnesses:

Quinin.

Ms. Rishi Jaiswal

ASSO MUMBAI

Mr. Shivam Asati

Countersigned and received the report:

signed by Mr Padmanabhan Iyer Authorized by the Board

Place: Mumbai Date: August 2, 2018

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