



**3i Infotech®**  
LIMITLESS EXCELLENCE

May 24, 2019

BSE Limited  
Sir Phiroze Jeejeebhoy Towers  
Dalal Street, Fort,  
Mumbai - 400001  
Security Code: 532628

National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor,  
Plot No. C-1, Block G  
Bandra Kurla Complex,  
Mumbai - 400051  
Scrip code: 3IINFOTECH

Dear Sir,

**Sub: Submission of Annual Secretarial Compliance report for the Financial Year 2018-19**

Pursuant to SEBI circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2019, all listed entities are required to submit to the Stock Exchanges within 60 days of the end of the financial year, Annual Secretarial Compliance Report, issued by a practising Company Secretary based on a check of the compliance by such listed entity with the applicable SEBI Regulations and circulars/guidelines issued thereunder.

Accordingly, we are attaching herewith the Annual Secretarial Compliance Report of 3i Infotech Limited issue by BNP & Associates, Practising Company Secretaries for the Financial year 2018-19.

Thanking you,

Yours faithfully,

For 3i Infotech Limited

  
Rajeev Limaye  
Company Secretary



Encl - As above

3i Infotech Limited

CIN: L67120MH1993PLC074411

T: +91 22 7123 8000 F: +91 22 7123 8310 W: www.3i-infotech.com

Regd Off: Tower # 5, 3<sup>rd</sup> to 6<sup>th</sup> Floors, International Infotech Park, Vashi, Navi Mumbai-400 703, India

**SECRETARIAL COMPLIANCE REPORT OF 3i INFOTECH LIMITED  
FOR THE YEAR ENDED MARCH 31, 2019**

We, BNP & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by 3i Infotech Limited ("the listed entity"),
- (b) the filings / submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956, 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, to the extent applicable, include: -

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

and the circulars / guidelines issued thereunder; and based on the above examination, we hereby report that, during the Review Period:



(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 including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity / its promoters/ directors/ material subsidiaries by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	Bombay Stock Exchange Limited ( BSE )	Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	A penalty of Rs.75000 + GST was levied by BSE on January 31, 2019.	The penalty was paid by the Company during the FY-18-19.
2	The National Stock	Regulation 17 (1) of SEBI (Listing Obligations and	A penalty of Rs.75000 + GST was levied by NSE	The penalty was paid by the Company during

Exchange of India Limited (NSE)	Disclosure Requirements) Regulations, 2015 ("SEBI LODR")	on January 31, 2019.	the FY-18-19.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed Entity
NOT APPLICABLE				

For BNP & Associates  
Company Secretaries

[Firm Regn. No. P2014MH037400]



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

Place : Mumbai

Date : May 23, 2019

Avinash Bagul

Partner

FCS 5578 / CP No. 19862

PR No : 544/2017