



March 2, 2021

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/Madam,

Sub: Results of Postal Ballot pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company had sought approval of the Preference Shareholders (0.10% Class B non-convertible redeemable preference shares) by way of Special Resolution through Postal Ballot for approval for alteration of the terms and condition and redemption of 0.10% Class B non-convertible redeemable preference shares of the Company.

Voting on the Postal Ballot has concluded on February 28, 2021 (deemed date of passing of resolutions). Mr. Avinash Bagul, Partner, BNP & Associates, Company Secretaries, the Scrutinizer appointed for the Postal Ballot has submitted his report in this regard dated March 2, 2021. Upon perusal of the report received from Scrutinizer, the Managing Director and Global CEO of the Company, vide authority given by the Chairman of the Company, has declared today the said Special Resolution as passed with 100% majority.

In this regard, please find enclosed herewith the following:

1. Results of voting for Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Scrutinizer's Report dated March 2, 2021 and
3. Certified copy of the Resolution passed by the Preference Shareholders through Postal Ballot.

This is for your information and records.

Thanking you,

Yours faithfully,

For **3i Infotech Limited**

Rajeev Limaye
Company Secretary

Date of the Postal Ballot Results	March 02, 2021
Total number of shareholders on record date (January 8, 2021)	23
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	Not Applicable
Public	
No of shareholders who attended the meeting through video conferencing:	
Promoters and Promoter Group	Not Applicable
Public	
Agenda-wise disclosure (to be disclosed separately for each agenda item)	As disclosed below

Resolution required : (Ordinary/Special)

Item No.1 - Approval for alteration of the terms and conditions and redemption of 0.10% Non-Convertible Redeemable Preference Shares ("NCPS") of the Company

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	76,87,47,559	61,50,39,609	80.01	61,50,39,609	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	76,87,47,559	61,50,39,609	80.01	61,50,39,609	-	100.00	-
Public - Non Institutions	E-Voting	50,67,74,037	46,10,38,083	90.98	46,10,38,083	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	50,67,74,037	46,10,38,083	90.98	46,10,38,083	-	100.00	-
Total		1,27,55,21,596	1,07,60,77,692	84.36	1,07,60,77,692	-	100.000	-

Details of Invalid Votes	
Category	No. of Votes - Shares
Promoter & Promoter Group	NIL
Public Institutions	THE JAMMU AND KASHMIR BANK LTD - IN30048430310544 - PI - 19929000 shares
Publi - Non Institutions	NIL

2nd March, 2021

To,
The Chairman
3i Infotech Limited
Tower#5, 3rd to 6th Floors,
International Infotech Park,
Vashi, Navi Mumbai -400 703

Dear Sir,

Sub. : Special Resolution passed through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of 3i Infotech Limited (*hereinafter referred to as '3i INFOTECH' or the 'COMPANY'*) at its Meeting held on January 22, 2021, I have been appointed as a Scrutinizer to conduct and scrutinize the postal ballot voting process in respect of the Special Resolution as stated in the Postal Ballot Notice ('Notice') dated January 22, 2021.

In order to enable wider participation of shareholders and to comply with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, and Section 108 and 110 of the Companies Act, 2013 (the 'Act') read with the rules framed there under, the COMPANY had provided electronic voting ('e-voting') facility as an alternative to its members so as to enable them to cast their votes electronically in view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular no. 39/2020 dated December 31, 2020 read with circulars dated September 28, 2020, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred as "MCA Circulars") and SEBI circular dated May 12, 2020 permitted Companies to convene Extraordinary General Meetings (EGM) through the mechanism of postal ballot, without physical presence the Members at a common venue.

Accordingly, the COMPANY had made arrangements with National Securities Depository Limited (*hereinafter referred to as 'NSDL'*), the Service Provider, for providing a system of recording votes of the shareholders cast electronically through e-voting. The COMPANY had made arrangements with NSDL to set up the e-voting facility on its website <https://www.evoting.nsdl.com>. The Company itself is its Registrar and Share Transfer Agent ("RTA").

The COMPANY had uploaded the Notice together with the explanatory statement on its website www.3i-infotech.com and as well as that of Service Provider NSDL i.e. www.evoting.nsdl.com respectively. NSDL had generated Electronic Voting Event Number (EVEN) 115536 for the votes to be cast through e-voting mode. As informed/stated by the

Page 1 of 6

A/102, 1st Floor, Ramkrupa CHS, Above IndusInd Bank, SVP road, Borivali(West), Mumbai-400 092
T: +91 22 2890 0426/ 2890 0176 Email: support@bnpassociates.in Website: www.bnpassociates.in



A handwritten signature in black ink over a blue circular stamp. The stamp contains the text "3i INFOTECH LIMITED" around the perimeter and a star symbol at the bottom.

COMPANY, all the necessary formalities specified under the Act and the rules framed there under have been duly complied with by the Service Provider. Necessary instructions in relation to voting by postal ballot were duly mentioned in the Notice dated January 22, 2021 sent to all the shareholders of the Company by e-mail, wherever e-mail id's were available as detailed elsewhere in this Report. The above activities were completed by January 26, 2021. The Register of Members was made up, for the purpose of dispatch of the Notice to the shareholders as of Friday, January 08, 2021 (cut-off date). The item for which approval of the shareholders of the Company was sought through Special Resolution, as stated in the Notice dated January 22, 2021 is as under:-

Sr. No.	Type of Resolution	Description of the resolution
1.	<u>As a Special Resolution</u> Approval for alteration of the terms and conditions and redemption of 0.10% Class B Non-Convertible Redeemable Preference Shares ("NCPS") of the Company	As per Item No. 1 of the Notice.

I report that the pursuant to the provisions of the Act and MCA circulars issued by MCA, the Company has sent Postal Ballot Notice to its Preference Shareholders. Notices were sent via electronic mode only by NSDL and has not dispatched physical notices to any preference shareholder. The System Provider has sent notices to 23 shareholders at their e-mail addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("NSDL") as on January 08, 2021 (cut-off date). As per the information provided by the Service Provider, there were no bounce cases.

The e-voting period commenced from Wednesday, January 27, 2021 at 9:00 a.m. (IST) and ended on Sunday, February 28, 2021 at 5:00 p.m. (IST).

As stated in sub-rule 4 of rule 20 as well as rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the COMPANY in "Free Press Journal" English Newspaper, and in "Navshakti.", Marathi Newspaper, both dated January 26, 2021, informing about the completion of dispatch of the Notices by e-mail, to the shareholders along with other related documents mentioned therein.

On Sunday, February 28, 2021, after the closure of e-voting process at 5.00 P.M., the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Navneet Bathla and Ms. Monika Sharma, witnesses, under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. Since, e-voting facility was provided by NSDL, the details of the e-voting exercised by the shareholders were duly



scrutinized and processed, were duly compiled by RTA. The details of the e-voting, containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected, were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of 23 shareholders holding shares as on the cut-off date, January 8, 2021, 16 Shareholders have exercised their votes through e-voting. Further, e-voting platform was mandatory for the Members to cast their votes owing to COVID-19 pandemic.

The details of Postal Ballot results for the item placed for consideration and approval of the Preference Shareholders are given below:

Item No. 1- Special Resolution

Approval for alteration of the terms and conditions and redemption of 0.10% Non-Convertible Redeemable Preference Shares ("NCPS") of the Company

"RESOLVED THAT pursuant to the provisions of Section 55 of the Companies Act, 2013 ("Act") read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and Section 48 of the Act, and other applicable provisions, if any, (including any statutory modification or re-enactment thereof, for the time being in force), the enabling provisions in the Articles of Association of the Company, and all other provisions of all other applicable laws, and subject to such approvals, sanctions, consents, registrations and permissions, as may be required, and notwithstanding anything to the contrary contained in any agreement, contract, or any other document executed prior to the date hereof, and subject to consummation of the sale of the software product business of the Company to Azentio Software Private Limited, India in the manner contemplated under the Business Transfer Agreement dated 28 December 2020 executed between the Company and Azentio Software Private Limited, India, with effect from the date hereof the following provisions shall be inserted in the terms and conditions of all Class A NCPS of the Company and Class B NCPS of the Company:

If Closing Date as defined under the Business Transfer Agreement dated 28 December 2020 executed between the Company and Azentio Software Private Limited, India occurs, then, notwithstanding anything to the contrary contained in any agreement, contract, or any other document executed prior to the date hereof (including the terms and conditions of the Class A NCPS or Class B NCPS):

(a) the face value of each Class A NCPS and each Class B NCPS shall automatically stand reduced to Rs.3.08440654 or such lower amount agreed in writing between the Company and the relevant holder NCPS (such face value being the "Revised Face Value");

(b) each Class A NCPS and each Class B NCPS shall be redeemed by the Company at the Revised Face Value, without any premium, on or before 30 June 2021, or such other date as may be agreed in writing between the Company and the relevant holder of NCPS (such date being the "Revised Redemption Date"); and



(c) if the Company fails to redeem any Class A NCPS or Class B NCPS by the Revised Redemption Date due to reasons attributable to the Company, the Revised Face Value of each Class A NCPS or Class B NCPS that remains unredeemed on the Revised Redemption Date shall automatically stand increased to Rs.5 with effect from the date immediately following the Revised Redemption Date, unless otherwise agreed in writing between the Company and holders of the relevant NCPS.

RESOLVED FURTHER THAT for the purposes of giving effect to the aforesaid resolutions, the Board be and are hereby authorised, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as may be necessary, expedient or desirable in connection therewith, including but not limited to taking such actions or give such directions as may be necessary or desirable and settling any questions or difficulties that may arise, for altering the terms of and redeeming the NCPS.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

Total no. of Preference Shareholders	23		
Total no. of Preference Shares (Class B)	1,275,521,596		
		Number of Votes	Number
Total votes cast through e-voting	A	16	1,096,006,692
Less: Invalid e-voting *(On account of not received Power of Attorney or Board Resolution of Corporates & Institutions)	B	1	19,929,000
Net e-voting (A-B)	C	15	1,076,077,692

Summary of Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstan ding	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled	% of votes against on votes polled



			shares (3)=[(2) / (1)]*100			(6)=[(4)/ (2)]*100	(7)=[(5) /(2)]*100
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional holders	768,747,559	615,039,609	82.60	615,039,609	0	96.86	0
Public-others	506,774,037	461,038,083	90.98	461,038,083	0	100	0
Total	1,275,521,596	1,076,077,692	85.93	1,076,077,692	0	98.182	0

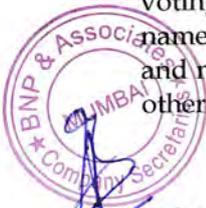
Percentage of votes cast in favour: 98.182% Percentage of votes cast against: 0

RESULTS: -

As the number of votes cast are all in favour of the Resolution, I report that the Special Resolution as set forth in Item No. 1 of Postal Ballot Notice dated January 22, 2021 has been passed by the shareholders with requisite majority. The Special Resolution is deemed as passed on the last date of voting i.e. Sunday, February 28, 2021.

I further report that as per the Postal Ballot Notice dated January 22, 2021 and the Board Resolution dated January 22, 2021, the Chairman/ Managing Director or a person authorized by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolution referred, on March 2, 2021. The result of the Postal Ballot will be displayed on Company's website www.3i-infotech.com, as also that of the Service Provider NSDL <https://evoting.nsdl.com>. The results will also be communicated to BSE Limited and National Stock Exchange of India Limited (the stock exchanges) where the shares of the COMPANY are listed.

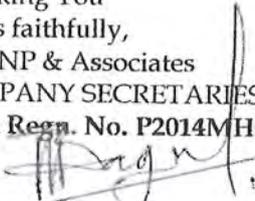
I further report that rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with. I further report that, the records maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them as also the RTA recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/ DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related papers are in my safe custody which will be handed over to the Company



Secretary of 3i Infotech Limited after the Chairman or any authorized person considers, approves and signs the Minutes of the Postal Ballot process.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot process of your COMPANY.

Thanking You
Yours faithfully,
For BNP & Associates
COMPANY SECRETARIES
[Firm Regn. No. P2014MH037400]


Avinash Bagul
Partner
FCS- 5578 /COP-19862



Place: Mumbai

Dated: 2nd March, 2021

The following were the witnesses to the unblocking of e-voting, Sunday 28th Feb, 2021, on closure of e-voting period.

1. Ms. Navneet Bathla

2. Ms. Monika Sharma

Signature

Signature

I have received the report:

Signature


Padmanabhan Iyer
Managing Director & Global CEO





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CERTIFIED COPY OF THE RESOLUTION DEEMED TO BE PASSED BY THE 0.10% CLASS B NON-CONVERTIBLE REDEEMABLE PREFERENCE SHAREHOLDERS OF 3i INFOTECH LIMITED THROUGH POSTAL BALLOT ON FEBRUARY 28, 2021, RESULTS OF WHICH WERE DECLARED ON MARCH 2, 2021

Approval for alteration of the terms and conditions and redemption of 0.10% Class B Non-Convertible Redeemable Preference Shares ("NCPS") of the Company

"RESOLVED THAT pursuant to the provisions of Section 55 of the Companies Act, 2013 ("Act") read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and Section 48 of the Act, and other applicable provisions, if any, (including any statutory modification or re-enactment thereof, for the time being in force), the enabling provisions in the Articles of Association of the Company, and all other provisions of all other applicable laws, and subject to such approvals, sanctions, consents, registrations and permissions, as may be required, and notwithstanding anything to the contrary contained in any agreement, contract, or any other document executed prior to the date hereof, and subject to consummation of the sale of the software product business of the Company to Azentio Software Private Limited, India in the manner contemplated under the Business Transfer Agreement dated 28 December 2020 executed between the Company and Azentio Software Private Limited, India, with effect from the date hereof the following provisions shall be inserted in the terms and conditions of all Class A NCPS of the Company and Class B NCPS of the Company:

If Closing Date as defined under the Business Transfer Agreement dated 28 December 2020 executed between the Company and Azentio Software Private Limited, India occurs, then, notwithstanding anything to the contrary contained in any agreement, contract, or any other document executed prior to the date hereof (including the terms and conditions of the Class A NCPS or Class B NCPS):

- a) the face value of each Class A NCPS and each Class B NCPS shall automatically stand reduced to Rs.3.08440654 or such lower amount agreed in writing between the Company and the relevant holder NCPS (such face value being the "Revised Face Value");
- b) each Class A NCPS and each Class B NCPS shall be redeemed by the Company at the Revised Face Value, without any premium, on or before 30 June 2021, or such other date as may be agreed in writing between the Company and the relevant holder of NCPS (such date being the "Revised Redemption Date"); and
- c) if the Company fails to redeem any Class A NCPS or Class B NCPS by the Revised Redemption Date due to reasons attributable to the Company, the Revised Face Value of each Class A NCPS or Class B NCPS that remains unredeemed on the Revised Redemption Date shall automatically stand increased to Rs.5 with effect from the date immediately following the Revised Redemption Date, unless otherwise agreed in writing between the Company and holders of the relevant NCPS.

RESOLVED FURTHER THAT for the purposes of giving effect to the aforesaid resolutions, the Board be and are hereby authorised, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as may be necessary, expedient or desirable in connection therewith, including but not limited to taking such actions or give such directions as may be necessary or desirable and settling any questions or difficulties that may arise, for altering the terms of and redeeming the NCPS.



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RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.”

Certified True Copy

For 3i Infotech Limited

Rajeev Limaye
Company Secretary