



3i Infotech®

LIMITLESS EXCELLENCE

July 26, 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: 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 Shareholders by way of Special Resolution through Postal Ballot for approval for sale, transfer or disposal of the shares held by the Company in Locuz Enterprise Solutions Limited, one of the material subsidiaries of the Company.

Voting on the Postal Ballot has concluded on July 24, 2019 (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 July 24, 2019. 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 99.772% majority.

In this regard, please find enclosed herewith the following:

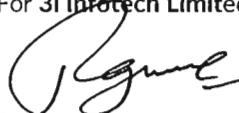
1. Results of voting for Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Scrutinizer's Report dated July 24, 2019 and
3. Certified copy of the Resolution passed by the Shareholders through Postal Ballot.

Request you to take this on record.

Thanking you

Yours faithfully,

For 3i Infotech Limited


Rajeev Limaye
Company Secretary



Encl: As above

| | |
|--|--------------------|
| Date of the Postal Ballot Results | July 26, 2019 |
| Deemed date of Postal Ballot resolution as per Clause 16.6.3 of SS-2 | July 24, 2019 |
| Total number of shareholders on record date (May 31, 2019) | 158,949 |
| No. of shareholders present in the meeting either in person or through proxy | Not Applicable |
| Promoters and Promoter Group | Not Applicable |
| Public: | Not Applicable |
| No of shareholders who attended the meeting through video conferencing: | |
| Promoters and Promoter Group | Not Applicable |
| Public: | Not Applicable |
| Agenda-wise disclosure (to be disclosed separately for each agenda item) | As disclosed below |

Resolution required (Ordinary/Special) Item No.1 - Approval for sale, transfer or disposal of the shares held by the Company in Locuz Enterprise Solutions Limited, one of the material subsidiaries 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) | $\frac{(3)}{((2)/(1))*100}$ | (4) | (5) | $\frac{(6)}{((4)/(2))*100}$ | $\frac{(7)}{((5)/(2))*100}$ |
| Promoter and Promoter Group | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public - Institutions | E-Voting | 562,192,921 | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | 279,221,848 | 49.67 | 279,221,848 | - | 100.00 | - |
| | Total | 562,192,921 | 279,221,848 | 49.667 | 279,221,848 | - | 100.00 | - |
| Public - Non Institutions | E-Voting | 1,054,451,941 | 62,167,456 | 5.90 | 61,394,172 | 773,284 | 98.18 | 1.24 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | - | 365,965 | 0.03 | 360,731 | 5,234 | 0.58 | 0.01 |
| | Total | 1,054,451,941 | 62,533,421 | 5.930 | 61,754,903 | 778,518 | 98.755 | 1.245 |
| Total | | 1,616,644,862 | 341,755,269 | 21.140 | 340,976,751 | 778,518 | 99.772 | 0.228 |

| Details of Invalid Votes | |
|---------------------------|------------------------------|
| Category | No. of Votes |
| Promoter & Promoter Group | Nil |
| Public Institutions | 4 -Votes for 69733265 shares |
| Public - Non Institutions | 15 -Votes for 62498 shares |



24th July, 2019

To,
The Chairman / Managing Director & Global CEO
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 Circular resolution passed by the Board of Directors of 3i Infotech Limited (*hereinafter referred to as '3i INFOTECH' or the 'COMPANY'*) on June 9, 2019, 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 June 9, 2019.

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 instead of dispatching the physical Postal Ballot Forms ('Forms').

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 also made arrangements with NSDL to set up the e-voting facility on its website <http://www.evotingindia.com>. The Company itself is its Registrar and Share Transfer Agent ("RTA").

The COMPANY had uploaded the Notice together with the explanatory statement and the Postal Ballot Form on its website www.3iinfotech.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) : 110781** for the votes to be cast through e-voting mode. As informed/stated by the 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 June 9, 2019 sent to all the shareholders of the Company by Courier, Airmail and through e-mail, wherever e-mail id's were available as detailed elsewhere in this Report. The above activities were completed by June 24, 2019. The Register of Members was made up, for the purpose of dispatch of the Notice and Form to the shareholders as of Friday, May 31, 2019 (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 June 9, 2019 is as under:-

| Sr. No. | Type of Resolution | Description of the resolution |
|---------|---|----------------------------------|
| 1. | <u>As a Special Resolution</u> Approval for sale, transfer or disposal of the shares held by the Company in Locuz Enterprise Solutions Limited, one of the material subsidiaries of the Company | As per Item No. 1 of the Notice. |

I report that the Notice and the Form in accordance with the relevant provisions of the Act read with the Rules made there under were dispatched to the shareholders numbering to 37,334 through courier and 44 through Airmail post, in physical form. The Notices and Forms sent in physical form were accompanied with postage pre-paid self-addressed Business Reply Envelope ('BRE') which was required to be returned by the shareholders on or before 6.00 P.M., on Wednesday, July 24, 2019. In addition to the above, Notices were also sent via electronic mode by NSDL, the System Provider to 121,571 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 May 31, 2019 (cut-off date). As per the information provided by the Service Provider, out of the 121,571 e-mails sent, initial bounce was 20,745 as confirmed by NSDL. The COMPANY subsequently had arranged to re-send electronically the Notice to the bounce cases through System Provider and mail was re-sent by NSDL to these 20,745 bounce cases, after which the bounce count was



14,785. I further report that as stated in the Notice sent to the shareholders, the COMPANY had fixed 6:00 P.M. on Wednesday, July 24, 2019, as the last date for receipt of Forms and completing the e-voting.

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 June 24, 2019, informing about the completion of dispatch of the Notices and Forms, by registered post/courier/airmail and by e-mail, wherever applicable, to the shareholders along with other related documents mentioned therein.

I report that I have received the Forms from the shareholders during the period starting from Tuesday, June 25, 2019 till Wednesday, July 24, 2019. All the Forms together with all votes cast through e-voting from Tuesday, June 25, 2019, 09.00 am up to 6:00 P.M. on Wednesday July 24, 2019 being the last date fixed by the COMPANY for receipt of the Forms/e-voting, were considered for scrutiny.

Envelopes numbering to 384 containing Forms returned undelivered by Courier/postal authorities were not opened and the details of the same was separately maintained by the RTA.

The Forms received by the RTA in the name of the Scrutinizer were opened and then taken up for matching with the master data base as of the cut-off date by RTA under my instruction at regular intervals. This process was carried out on a weekly basis.

On Wednesday, July 24, 2019, after the closure of e-voting process at 6.00 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. Vidhi Doshi, 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 and the votes exercised through Forms, which were duly scrutinized and processed, were duly compiled by RTA. The details of the e-voting, the compilation of the Register in respect of physical Forms 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 158949 shareholders holding shares as on the cut-off date, May 31, 2019, 493 Shareholders have exercised their votes through e-voting and 95 Shareholders have exercised their votes through Postal Ballot Forms, as received till the last date. Further, e-voting platform was optional for the Members to cast their votes. In case, the Members have cast their votes by physical Forms as well as through e-voting then, vote cast through e-voting was considered and voting done through postal ballot Forms was ignored as indicated in the Notice dated June 9, 2019.

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

Item No. 1- Special Resolution

Approval for sale, transfer or disposal of the shares held by the Company in Locuz Enterprise Solutions Limited, one of the material subsidiaries of the Company

"RESOLVED THAT pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and subject to other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any statutory modification(s)/re-enactment(s) thereof), the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions from the appropriate authorities to the extent applicable and necessary, approval of the Members be and is hereby accorded to the proposed sale/transfer/disposal/divestment of the 740,000 equity shares of face value of Rs.10/- each held by the Company in Locuz Enterprise Solutions Limited, a material subsidiary of the Company, in one or more tranches and in such manner as the Board may deem fit in the interest of the Company to such purchaser(s) as may be identified by the Board and on such terms and conditions as may be agreed between the Company and the purchaser(s) for a total consideration of upto Rs.26 Crores.

RESOLVED FURTHER THAT the Board (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder) be and is hereby authorized and empowered to finalise and execute necessary documents including Share Purchase Agreement/Share Transfer Form(s)/ Deed of Assignment/ Conveyance and other ancillary documents with effect from such date and in such manner as decided by the Board to do all such acts,



deeds and things as may be deemed necessary and/or expedient to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any committee of the Board or any Director of the Company with the power to further delegate to any Officers of the Company with authorities as required, including affixing the common seal of the Company on agreements/documents if required and/or arranging delivery and execution of contracts, deeds, agreements and instruments as may be necessary.

RESOLVED FURTHER THAT Mr. Padmanabhan Iyer, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and to execute all such documents and writings as may be considered necessary for the purpose of giving effect to this Resolution."

| | | | |
|--|--------------------------------------|--------------------|------------------|
| Total no. of Shareholders | 158,949 | | |
| Total no. of Equity Shares | 1,616,644,862 | | |
| Receipt of Postal Ballot Forms | From June 25 2019 till July 24, 2019 | | |
| | | Number of Votes | Number of Shares |
| Total votes cast through e-voting | A | 493 | 131919906 |
| Total votes cast through Postal Ballot Forms received | B | 95 | 279631115 |
| Grand Total of e-voting/Postal Ballot Forms (A+B) | C | 588 | 411551021 |
| Less: Invalid e-voting/ Postal Ballot Forms <i>*(On account of signature mismatch, for /against option not indicated / abstained/supporting documents unavailable)</i> | D | 19* | 69795763 |
| Net e-voting/ Postal Ballot Forms (C-D) | E | 569 | 341755269 |



NOTE:

(i) *Invalid Postal Ballot Forms were not taken into account for counting of votes.*

(ii) *Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the Postal Ballot Form whichever is less*

(iii) ** There are 2 cases where the shareholders have not voted full portion of their holdings. Hence same shareholders have been taken in consideration in the valid as well as abstain votes. (Therefore there will be the difference of 11 votes)*

Summary of Postal Ballot

| Promoter/ Public | No. of shares held (1) | No. of votes polled (2) | % of votes polled on outstan ding shares (3)=[(2) / (1)]*100 | No. of votes - in favour (4) | No. of votes - against (5) | % of votes in favour on votes polled (6)=[(4)/(2)]*100 | % of votes against on votes polled (7)=[(5)/ (2)]*100 |
|--------------------------------------|------------------------------|-------------------------------|---|------------------------------------|-------------------------------------|---|---|
| Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Institution al holders | 56,21,92,921 | 27,92,21,848 | 49.667 | 27,92,21,848 | 0 | 100.00 | 0 |
| Public- others | 1,05,44,51,941 | 6,25,33,421 | 5.930 | 6,17,54,903 | 7,78,518 | 98.755 | 1.245 |
| Total | 1,61,66,44,862 | 34,17,55,269 | 21.140 | 34,09,76,751 | 7,78,518 | 99.772 | 0.228 |

Percentage of votes cast in favour: 99.772% Percentage of votes cast against: 0.228%



RESULTS:-

As the number of votes cast in favour of the Resolution are three times more than the number of votes cast against, I report that the Special Resolution as set forth in Item No. 1 of Postal Ballot Notice dated June 9, 2019 has been passed by the shareholders with requisite majority. The Special Resolution is deemed as passed on the last date of voting i.e. Wednesday, July 24, 2019.

I further report that as per the Postal Ballot Notice dated June 9, 2019 and the Board Resolution dated June 9, 2019, 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 July 26, 2019. 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.

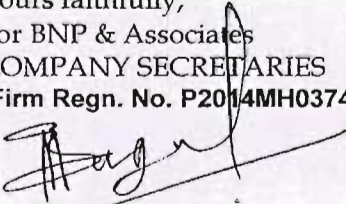
I further report that rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with. I further report that, the records maintained by me including the data as obtained from NSDL, the Service Provider for the e-voting facility extended by them as also the RTA recording 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, ballot papers 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]

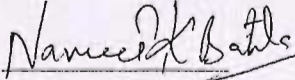



Avinash Bagul
Partner
FCS- 5578 /COP-19862
Place: Mumbai

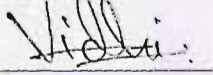
Dated: 24th July, 2019

The following were the witnesses to the unblocking of e-voting, on Wednesday, July 24, 2019, on closure of e-voting period.

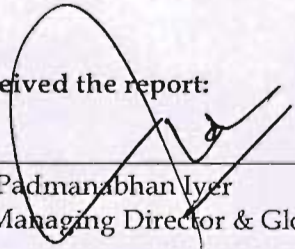
1. Ms. Navneet Bathla

Signature 

2. Ms. Vidhi Doshi

Signature 

I have received the report:

Signature 
Padmanabhan Iyer
Managing Director & Global CEO





3i Infotech[®]

LIMITLESS EXCELLENCE

CERTIFIED COPY OF THE RESOLUTION DEEMED TO BE PASSED BY THE MEMBERS OF 3i INFOTECH LIMITED THROUGH POSTAL BALLOT ON JULY 24, 2019 RESULTS OF WHICH WERE DECLARED ON JULY 26, 2019

Approval for sale, transfer or disposal of the shares held by the Company in Locuz Enterprise Solutions Limited, one of the material subsidiaries of the Company

"RESOLVED THAT pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and subject to other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (including any statutory modification(s)/re-enactment(s) thereof), the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions from the appropriate authorities to the extent applicable and necessary, approval of the Members be and is hereby accorded to the proposed sale/transfer/disposal/divestment of the 740,000 equity shares of face value of Rs.10/- each held by the Company in Locuz Enterprise Solutions Limited, a material subsidiary of the Company, in one or more tranches and in such manner as the Board may deem fit in the interest of the Company to such purchaser(s) as may be identified by the Board and on such terms and conditions as may be agreed between the Company and the purchaser(s) for a total consideration of upto Rs.26 Crores.

RESOLVED FURTHER THAT the Board (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder) be and is hereby authorized and empowered to finalise and execute necessary documents including Share Purchase Agreement/Share Transfer Form(s)/ Deed of Assignment/ Conveyance and other ancillary documents with effect from such date and in such manner as decided by the Board to do all such acts, deeds and things as may be deemed necessary and/or expedient to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any committee of the Board or any Director of the Company with the power to further delegate to any Officers of the Company with authorities as required, including affixing the common seal of the Company on agreements/documents if required and/or arranging delivery and execution of contracts, deeds, agreements and instruments as may be necessary.

RESOLVED FURTHER THAT Mr. Padmanabhan Iyer, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and to execute all such documents and writings as may be considered necessary for the purpose of giving effect to this Resolution."

Certified True Copy
For 3i Infotech Limited


Rajeev Limaye
Company Secretary

