



3i Infotech[®]
LIMITLESS EXCELLENCE

May 27, 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 Ordinary Resolution through Postal Ballot for Appointment of Ms. Anjoo Navalkar (DIN-00270356) as a Director of the Company.

Voting on the Postal Ballot has concluded on May 24, 2019 (deemed date of passing of resolutions). Mr. K. Venkataraman, Senior Associate, BNP & Associates, Company Secretaries, the Scrutinizer appointed for the Postal Ballot has submitted his report in this regard dated May 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 Ordinary Resolution as passed with 99.915% 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 May 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

3i Infotech Limited

CIN: L67120MH1993PLC074411

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

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

Date of the Postal Ballot Results	May 27, 2019
Deemed date of Postal Ballot resolution as per Clause 16.6.3 of SS-2	May 24, 2019
Total number of shareholders on record date (April 5, 2019)	159,993
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 - Appointment of Ms. Anjoo Navalkar(DIN-00270356) as a Non-Executive Director of 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	562,477,862	69,430,801	12.34	69,430,801	-	19.70	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	282,960,281	50.31	282,960,281	-	80.30	-
	Total	562,477,862	352,391,082	62.650	352,391,082	-	100.00	-
Public - Non Institutions	E-Voting	1,054,167,000	97,977,692	9.29	97,806,639	171,053	99.23	0.17
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	587,584	0.06	373,514	214,070	0.38	0.22
	Total	1,054,167,000	98,565,276	9.350	98,180,153	385,123	99.609	0.391
Total		1,616,644,862	450,956,358	27.895	450,571,235	385,123	99.915	0.085

Details of Invalid Votes	
Category	No. of Votes
Promoter & Promoter Group	Nil
Public Institutions	Nil
Publi - Non Institutions	5 -Votes for 40570 shares



May 24, 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. : Ordinary 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 10th April, 2019, I have been appointed as a Scrutinizer to conduct and scrutinize the postal ballot voting process in respect of the Ordinary Resolution as circulated/ stated in the Postal Ballot Notice ('Notice') dated April 10, 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 <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 and the Postal Ballot Form 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) : 110605 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 April 10, 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 24th April, 2019. The Register of Members was made up, for the purpose of dispatch of the Notice and Form to the shareholders as of Friday, 5th April, 2019 (cut-off date). The item for which approval of the shareholders of the Company was sought through Ordinary Resolution, as stated in the Notice dated 10th April, 2019 is as under:-

Sr. No.	Type of Resolution	Description of the resolution
1.	<u>As an Ordinary Resolution</u> Appointment of Ms. Anjoo Navalkar (DIN-00270356) as a Director 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 38,128 through courier and 43 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 Friday, May 24, 2019. In addition to the above, Notices were also sent via electronic mode by NSDL, the System Provider to 121,822 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 April 05, 2019 (cut-off date). As per the information provided by the Service Provider, out of the 121,822 e-mails sent, 17,000 e-mails had bounced. The COMPANY subsequently had arranged to re-send electronically the Notice to the bounce cases through System Provider. I further report that as stated in the Notice sent to the shareholders, the COMPANY had fixed 6:00 P.M. on Friday, May 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 24th April, 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 Thursday, April 25, 2019 till Friday, May 24, 2019. All the Forms together with all votes cast through e-voting from Thursday, April 25, 2019 up to 6:00 P.M. on Friday May 24, 2019 being the last date fixed by the COMPANY for receipt of the Forms/e-voting, were considered for scrutiny.

Envelopes numbering to 464 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 Friday May 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. Kavita Shah. and Mr. Akash Jain, 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 159,993 shareholders holding shares as on the cut-off date, April 05, 2019, 478 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 April 10, 2019.

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

Item No. 1- Ordinary Resolution

Approval of appointment of Ms. Anjoo Navalkar (DIN-00270356), as a Director of the Company

“RESOLVED THAT subject to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, Ms. Anjoo Navalkar (DIN- 00270356), who was appointed as an Additional (Non-Executive) Director under Section 161(1) of the Act by the Board of Directors of the Company with effect from November 16, 2018 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Ms. Anjoo Navalkar as a candidate for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Padmanabhan Iyer, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the above resolution.”



Total no. of Shareholders	159,993		
Total no. of Equity Shares	1616644862		
Receipt of Postal Ballot Forms	From April 25 2019 till May 24, 2019		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	478	16,74,23,493
Total votes cast through Postal Ballot Forms received	B	95	28,35,73,435
Grand Total of e-voting/Postal Ballot Forms (A+B)	C	573	45,09,96,928
Less: Invalid e-voting/ Postal Ballot Forms *(On account of signature mismatch, for /against option not indicated / abstained/supporting documents unavailable)	D	5	40,570
Net e-voting/ Postal Ballot Forms (C-D)	E	568	45,09,56,358

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 is one case where the shareholder has voted both through Postal Ballot Form as well as through e-voting .*



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	56,24,77,862	35,23,91,082	62.650	35,23,91,082	0	100	0
Public- others	105,41,67,000	9,85,65,276	9.350	9,81,80,153	385,123	99.609	0.391
Total	161,66,44,862	45,09,56,358	27.895	45,05,71,235	385,123	99.915	0.085

Percentage of votes cast in favour: 99.915 Percentage of votes cast against: 0.085

RESULTS:-

As the number of votes cast in favour of the Resolution are more than the number of votes cast against, I report that the Ordinary Resolution as set forth in Item No. 1 of Postal Ballot Notice dated April 10, 2019 has been passed by the shareholders with requisite majority. The Ordinary Resolution is deemed as passed on the last date of voting i.e. Friday, May 24, 2019.

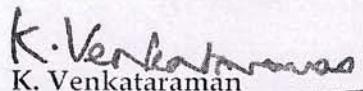
I further report that as per the Postal Ballot Notice dated April 10, 2019, and the Board Resolution dated April 10, 2019, the Chairman/ Managing Director or a person authorized by him in writing may declare and confirm the above results of voting by postal ballot in respect of the Resolution referred, on May 27, 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.

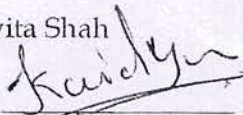
Thanking You
Yours faithfully,
For BNP & Associates
COMPANY SECRETARIES
[Firm Regn. No. P2014MH037400]

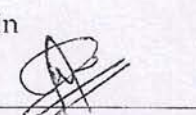

K. Venkataraman
Sr. Associate
ACS-8897/COP-12459
Place: Navi Mumbai

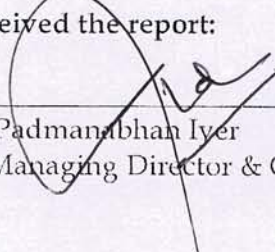


Dated: 24th May 2019

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

1. Ms. Kavita Shah
Signature 

2. Mr. Akash Jain
Signature 

I have received the report:
Signature 
Padmanabhan Iyer
Managing Director & Global CEO





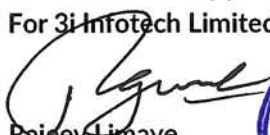
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CERTIFIED COPY OF THE RESOLUTIONS DEEMED TO BE PASSED BY THE MEMBERS OF 3i INFOTECH LIMITED THROUGH POSTAL BALLOT ON MAY 24, 2019 RESULTS OF WHICH WERE DECLARED ON MAY 27, 2019

“RESOLVED THAT subject to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, Ms. Anjoo Navalkar (DIN- 00270356), who was appointed as an Additional (Non-Executive) Director under Section 161(1) of the Act by the Board of Directors of the Company with effect from November 16, 2018 and who holds office upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Ms. Anjoo Navalkar as a candidate for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Padmanabhan Iyer, Managing Director and Global CEO and Mr. Rajeev Limaye, Company Secretary of the Company be and are hereby severally authorized to do the necessary filings with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Certified True Copy
For 3i Infotech Limited


Rajeev Limaye
Company Secretary

