

September 8, 2017

The Manager,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai-400 051.

**NSE Symbol: 3IINFOTECH**

**Sub: Disclosure of Voting Results of 24<sup>th</sup> Annual General Meeting (AGM) of members of the Company held on September 6, 2017**

**Re: Regulation 44(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015**

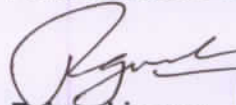
This is to inform you that the 24<sup>th</sup> Annual General Meeting (AGM) of the Company was held on September 6, 2017 at Arya Samaj Hall, Plot No.6, Sector 9A, Vashi, Navi Mumbai – 400 703.

The details of voting results in the format prescribed under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizers report is enclosed herewith.

Thanking you,

Yours faithfully,

**For 3i Infotech Limited**

  
**Rajeev Limaye**  
**Company Secretary**



**3i Infotech Limited**

CIN : L67120MH1993PLC074411

Tower #5, 3<sup>rd</sup> to 6<sup>th</sup> Floor

International Infotech Park

Vashi, Navi Mumbai 400 703, India.

Tel. : (+91 - 22) 6792 8000

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[www.3i-infotech.com](http://www.3i-infotech.com)

|                                                                              |  |                    |
|------------------------------------------------------------------------------|--|--------------------|
| Date of the AGM                                                              |  | September 06, 2017 |
| Total number of shareholders on cut off date (September 1, 2017)             |  | 155,893            |
| No. of shareholders present in the meeting either in person or through proxy |  |                    |
| Promoters and Promoter Group :                                               |  | Not Applicable     |
| Public :                                                                     |  | 75                 |
| 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 |
| Whether promoter/promoter group are interested in the agenda resolution      |  | Not applicable     |



# Details of Agenda

Item No.1 - Adoption of the audited Profit and Loss Account for the financial year ended March 31, 2017 and the Balance Sheet as on that date, together with the Report of the Directors and Auditors thereon

Resolution required : Ordinary Resolution

Whether promoter/ promoter group  
are interested in the agenda/ resolution Not Applicable

Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.

| Category                             | Mode of Voting                   | No. of shares held | No of votes Polled | % of Votes Polled on<br>outstanding shares | No. of Votes – in favour | No. of Votes<br>against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on votes<br>polled |
|--------------------------------------|----------------------------------|--------------------|--------------------|--------------------------------------------|--------------------------|-------------------------|--------------------------------------------|------------------------------------------|
|                                      |                                  | (1)                | (2)                | (3)<br>(((2)/(1))*100                      | (4)                      | (5)                     | (6)<br>[(4)/(2)]*100                       | (7)<br>[(5)/(2)]*100                     |
| Promoter and<br>Promoter<br>Group    | E-Voting                         | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Poll                             | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
| Public -<br>Institutional<br>holders | E-Voting                         | 18,361,597         | 18,361,597         | 100.00                                     | 18,361,597               | -                       | 100.00                                     | -                                        |
|                                      | Poll                             | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | 18,361,597         | 18,361,597         | 100.00                                     | 18,361,597               | -                       | 100.00                                     | -                                        |
| Public-Others                        | E-Voting                         | 96,639,914         | 96,633,614         | 90.09                                      | 96,627,031               | 6,583                   | 99.99                                      | 0.01                                     |
|                                      | Poll                             | 10,617,820         | 10,617,820         | 9.90                                       | 10,615,050               | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | 107,257,734        | 107,251,434        | 99.99                                      | 107,242,081              | 6,583                   | 99.99                                      | 0.01                                     |
| Total                                |                                  | 125,619,331        | 125,613,031        | 99.99                                      | 125,603,678              | 6,583                   | 99.99                                      | 0.01                                     |



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

Resolution required : Ordinary Resolution

Whether promoter/ promoter group

are interested in the agenda/ Not Applicable

resolution

Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.

| Category                             | Mode of Voting                   | No. of shares held | No of votes Polled | % of Votes Polled on<br>outstanding shares | No. of Votes – in favour | No. of Votes<br>against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on votes<br>polled |
|--------------------------------------|----------------------------------|--------------------|--------------------|--------------------------------------------|--------------------------|-------------------------|--------------------------------------------|------------------------------------------|
|                                      |                                  | (1)                | (2)                | (3)<br>(((2)/(1)))*100                     | (4)                      | (5)                     | (6)<br>[(4)/(2)]*100                       | (7)<br>[(5)/(2)]*100                     |
| Promoter and<br>Promoter<br>Group    | E-Voting                         | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Poll                             | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
| Public -<br>Institutional<br>holders | E-Voting                         | 18,361,597         | 18,361,597         | 100.00                                     | 18,361,597               | -                       | 100.00                                     | -                                        |
|                                      | Poll                             | -                  | 0                  | 100.00                                     | -                        | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | 18,361,597         | 18,361,597         | 100.00                                     | 18,361,597               | -                       | 100.00                                     | -                                        |
| Public-Others                        | E-Voting                         | 96,664,565         | 96,658,265         | 90.10                                      | 95,227,361               | 1,430,904               | 98.52                                      | 1.48                                     |
|                                      | Poll                             | 10,617,820         | 10,617,820         | 9.90                                       | 10,615,070               | -                       | 9.90                                       | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | 107,282,385        | 107,276,085        | 99.99                                      | 105,842,431              | 1,430,904               | 98.66                                      | 1.33                                     |
| Total                                |                                  | 125,643,982        | 125,637,682        | 99.99                                      | 124,204,028              | 1,430,904               | 98.86                                      | 1.14                                     |



Item No.3 - Ratification of appointment of M/s. GMJ & Co., Chartered Accountants as Statutory Auditors of the Company

Resolution required : Ordinary Resolution

Whether promoter/ promoter group

are interested in the agenda/ resolution

Not Applicable

Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.

| Category                             | Mode of Voting                   | No. of shares held | No of votes Polled | % of Votes Polled on<br>outstanding shares | No. of Votes – in favour | No. of Votes<br>against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on votes<br>polled |
|--------------------------------------|----------------------------------|--------------------|--------------------|--------------------------------------------|--------------------------|-------------------------|--------------------------------------------|------------------------------------------|
|                                      |                                  | (1)                | (2)                | (3)<br>$[(2)/(1)]*100$                     | (4)                      | (5)                     | (6)<br>$[(4)/(2)]*100$                     | (7)<br>$[(5)/(2)]*100$                   |
| Promoter and<br>Promoter<br>Group    | E-Voting                         | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Poll                             | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
| Public -<br>Institutional<br>holders | E-Voting                         | 18,361,597         | 18,361,597         | 100.00                                     | 18,361,597               | -                       | 100.00                                     | -                                        |
|                                      | Poll                             | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | 18,361,597         | 18,361,597         | 100.00                                     | 18,361,597               | -                       | 100.00                                     | -                                        |
| Public-Others                        | E-Voting                         | 96,663,280         | 96,657,230         | 99.99                                      | 95,046,534               | 1,610,696               | 98.33                                      | 1.67                                     |
|                                      | Poll                             | 10,617,820         | 10,617,820         | -                                          | 10,615,070               | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | 107,281,100        | 107,275,050        | 99.99                                      | 105,661,604              | 1,610,696               | 98.50                                      | 1.50                                     |
| Total                                |                                  | 125,642,697        | 125,636,647        | 100.00                                     | 124,023,201              | 1,610,696               | 98.72                                      | 1.28                                     |



Item No.4 - Approval of waiver of remuneration paid to Mr. Padmanabhan Iyer (DIN- 05282942) as the Managing Director and Global CEO in excess of limits prescribed under Companies Act, 2013 for the period from August 11, 2016 to March 31, 2017

Resolution required : Special Resolution

Whether promoter/ promoter group  
are interested in the agenda/ resolution Not Applicable

Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.

| Category                             | Mode of Voting                   | No. of shares held | No of votes Polled | % of Votes Polled on<br>outstanding shares | No. of Votes – in favour | No. of Votes<br>against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on votes<br>polled |
|--------------------------------------|----------------------------------|--------------------|--------------------|--------------------------------------------|--------------------------|-------------------------|--------------------------------------------|------------------------------------------|
|                                      |                                  | (1)                | (2)                | (3)<br>$[(2)/(1)]*100$                     | (4)                      | (5)                     | (6)<br>$[(4)/(2)]*100$                     | (7)<br>$[(5)/(2)]*100$                   |
| Promoter and<br>Promoter<br>Group    | E-Voting                         | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Poll                             | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
| Public -<br>Institutional<br>holders | E-Voting                         | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Poll                             | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
| Public-Others                        | E-Voting                         | 78,529,567         | 78,523,517         | 88.08                                      | 76,952,140               | 1,571,377               | 98.00                                      | 2.00                                     |
|                                      | Poll                             | 10,617,820         | 10,617,820         | -                                          | 10,615,050               | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | 89,147,387         | 89,141,337         | 88.08                                      | 87,567,190               | 1,571,377               | 98.23                                      | 1.76                                     |
| Total                                |                                  | 89,147,387         | 89,141,337         | 99.99                                      | 87,567,190               | 1,571,377               | 98.23                                      | 1.76                                     |



Item No.5 - Approval for payment of remuneration to Mr. Padmanabhan Iyer (DIN- 05282942) as the Managing Director & Global CEO for the period from April 1, 2017 till August 10, 2019

Resolution required : Special Resolution

Whether promoter/ promoter group

are interested in the agenda/ resolution Not Applicable

Mode of voting is e-Voting which includes both remote e-Voting and electronic voting at the AGM venue.

| Category                             | Mode of Voting                   | No. of shares held | No of votes Polled | % of Votes Polled on<br>outstanding shares | No. of Votes – in favour | No. of Votes<br>against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on votes<br>polled |
|--------------------------------------|----------------------------------|--------------------|--------------------|--------------------------------------------|--------------------------|-------------------------|--------------------------------------------|------------------------------------------|
|                                      |                                  | (1)                | (2)                | (3)<br>[(2)/(1)]*100                       | (4)                      | (5)                     | (6)<br>[(4)/(2)]*100                       | (7)<br>[(5)/(2)]*100                     |
| Promoter and<br>Promoter<br>Group    | E-Voting                         | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Poll                             | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
| Public -<br>Institutional<br>holders | E-Voting                         | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Poll                             | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
| Public-Others                        | E-Voting                         | 78,155,367         | 78,149,317         | 88.03                                      | 76,592,143               | 1,557,174               | 98.01                                      | 1.99                                     |
|                                      | Poll                             | 10,617,820         | 10,617,820         | -                                          | 10,615,070               | -                       | -                                          | -                                        |
|                                      | Postal Ballot<br>(if applicable) | -                  | -                  | -                                          | -                        | -                       | -                                          | -                                        |
|                                      | Total                            | 88,773,187         | 88,767,137         | 99.99                                      | 87,207,213               | 1,557,174               | 98.24                                      | 1.75                                     |
| Total                                |                                  | 88,773,187         | 88,767,137         | 99.99                                      | 87,207,213               | 1,557,174               | 98.24                                      | 1.75                                     |



**Combined Scrutinizer's Report on Remote E-voting & Voting by Poll Paper  
conducted at the 24<sup>th</sup> Annual General Meeting of 3i Infotech Limited held on  
Wednesday, September 6, 2017.**

To,  
The Chairman,  
3i Infotech Limited  
Tower No 5, 3<sup>rd</sup> to 6<sup>th</sup> Floors,  
International Infotech Park,  
Vashi, Navi Mumbai - 400 703.

24<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of 3i Infotech Limited held on Wednesday, September 06, 2017 at 04.00 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 July 22, 2017 has appointed me as the Scrutinizer for the Remote E-voting process, 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 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:**

- 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.

DBS Heritage House, Prescott Road, Fort, Mumbai - 400001.

T: +91 22 4077 9207 / 4077 9223 | E: info@bnp-associates.com | W: www.bnp-associates.com



- 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 24<sup>th</sup> AGM of 3i Infotech Limited, which was held on Wednesday, September 06, 2017.
- The Service Provider had set up electronic voting facility on their website of NSDL. 3i Infotech Limited had uploaded all the items of the business to be transacted at the AGM on the website of 3i Infotech Limited and its Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was July 28, 2017 and as on that date, there were 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 109406 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 46812 cases, Members, whose email Ids were not available or who had requested for physical copy, the Notices of the AGM along with Annual Report and E-voting details were sent by Courier/Registered Post/Speed Post. In respect of 938 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.
- 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 August 14, 2017, 2017 and in Marathi in Navshakti newspaper dated August 14., 2017. 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 Friday 1<sup>st</sup> September 2017
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days i.e. **from Sunday, September 3, 2017 at 9:00 a.m. (0900 hours) Indian Standard Time (IST) and ended on Tuesday, September 5, 2017 at 5:00p.m. IST (1700 hours)**
- At the end of the remote e-voting period on Tuesday, September 5, 2017 at 5:00p.m. IST (1700 hours), the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 24<sup>th</sup> AGM of 3i Infotech Limited held on September 6<sup>th</sup>, 2017, the facility to Voting by Poll Paper was made available to the members of the Company who had not cast their votes earlier through remote e-voting.
- On Wednesday, 6<sup>th</sup> September 2017, after counting of the votes conducted at the venue of the AGM through poll paper, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Rishi Jaiswal. and Ms. Gouri Patkar who acted as the witnesses.

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

| Details                                | Remote E-voting                                                             | Voting by Poll Paper at the AGM | Total voting |
|----------------------------------------|-----------------------------------------------------------------------------|---------------------------------|--------------|
| Number of members who cast their votes | 237                                                                         | 46                              | 283          |
| Total number of Shares held by them    | 115026511                                                                   | 10617820                        | 125644331    |
| Valid votes                            | As per details provided under each of the Resolution(s) mentioned hereunder |                                 |              |
| Abstained / Invalid /less voted Votes  | Various as mentioned under each of the Resolution(s)                        |                                 |              |



**Notes:**

1. 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 Poll 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, 2017 and the Balance Sheet as on that date, together with the Report of the Directors and Auditors thereon.

| 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 | 125603678                         | 99.995 | 6583                         | 0.005 | 34070                                  |

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 |        | Votes against the resolution |       | Abstained / less voted/ Invalid votes |
|-----------------------------------------------------------|-----------------------------------|--------|------------------------------|-------|---------------------------------------|
|                                                           | Nos.                              | %age   | Nos.                         | %age  | Nos.                                  |
| Total votes through Remote e-voting and voting at meeting | 124204028                         | 98.861 | 1430904                      | 1.139 | 9399                                  |

Item No. 2 of the Notice stands 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 25<sup>th</sup> AGM.

| 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 | 124023201                         | 98.718 | 1610696                      | 1.282 | 10434                                 |

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 waiver of remuneration paid to Mr. Padmanabhan Iyer (DIN - 05282942) as the Managing Director and Global CEO in excess of limits prescribed under Companies Act, 2013 for the period from August 11, 2016 to March 31, 2017.

| 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 | 87567190                          | 98.237 | 1571377                      | 1.763 | 36505764                               |

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 payment of remuneration to Mr. Padmanabhan Iyer (DIN-05282942) as the Managing Director and Global CEO for the period from April 1, 2017 till August 10, 2019.

| 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 | 87207213                          | 98.246 | 1557174                      | 1.754 | 36879944                              |

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

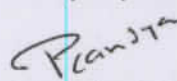


All the Resolutions mentioned in the AGM Notice dated July 22, 2017 as per the details given above stand passed under Remote e-voting and voting conducted at AGM by way of physical ballot paper with the requisite majority and deemed to be passed as on the date of the AGM.

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.

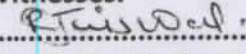
I hereby confirm that I am maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote e-voting and by way of voting through physical ballot paper at the meeting by the Members of 3i Infotech. The relevant records relating to e-voting and InstaPoll voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the AGM Minutes are signed.

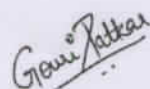
Thanking you,  
Yours faithfully,  
For, BNP & Associates  
Company Secretaries

  
CS Prakash Pandya  
Partner  
Membership No: 3901  
COP No: 2311  
Place: Mumbai  
Date:



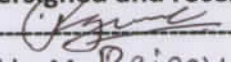
Witnesses:

  
Name: Ms. Rishi Jaiswal



Name: Ms. Gouri Patkar

Countersigned and received the report:

  
Signed by Mr. Rajeev Limaye  
Authorized by the Board



Place: Mumbai  
Date: 7<sup>th</sup> September, 2017