

# SAP & ASSOCIATES

## PRACTICING COMPANY SECRETARIES

Office :--Flat No.204, Mansarovar CHSL, Near MacDonald's, Sector – 17, Vashi, Navi Mumbai  
– 400 705 , Maharashtra

Cell: 9321771932, 9323119303, 932001973      Email: [saplegal@sapandassociates.in](mailto:saplegal@sapandassociates.in)

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### COMPLIANCE CERTIFICATE

Pursuant to Regulation 13 of the SEBI

(Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

To,  
The Members of  
**3i Infotech Limited**  
Tower # 5, International Infotech Park,  
Vashi Station Complex,  
Navi Mumbai 400703.

We, SAP & Associates, Company Secretaries in Practice, have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on July 28, 2023 by the Board of Directors of **3i Infotech Limited** (hereinafter referred to as the "Company"), having CIN: L67120MH1993PLC074411 and having its registered office at Tower # 5, International Infotech Park, Vashi Station Complex, Navi Mumbai, Maharashtra, India, 400703. This certificate of the compliance, for the year ended on March 31, 2024, is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as the "Regulations").

#### Management's Responsibility :

1. The Company's management is responsible for compliance of conditions for implementation of ESOP schemes in accordance with the SEBI Regulations and the resolutions passed by the members of the Company. This responsibility included the design, implementation, and maintenance of ESOP Schemes relevant to the compliance of the conditions. The Management's responsibility includes collecting, collating and validating data and designing, implementing and monitoring of the process suitable for ensuring compliance of the ESOP Schemes with the above-mentioned SEBI Regulations.
2. Management is also responsible for maintaining the information and documents, which are required to be kept and maintained under the relevant laws and regulations and for providing all relevant information to the SEBI.

#### Secretarial Auditor's Responsibility :

3. Pursuant to the SEBI Regulations, it is my responsibility to provide reasonable assurance that the ESOP Schemes have been implemented in accordance with these SEBI Regulations and in accordance with the resolutions passed by the shareholders of the Company in the general meeting.

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4. We have not performed an audit, the objective of which is the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such an opinion.

### Verification :

The Company has implemented the following Employee Stock Option Scheme (s) (collectively the "Schemes"), namely ;

- a. 3i Infotech Limited Employee Stock Option Scheme 2000 (hereinafter referred to as "ESOS 2000")
- b. 3i Infotech Limited Employee Stock Option Scheme 2007 (hereinafter referred to as "ESOS 2007")
- c. 3i Infotech Limited Employee Stock Option Scheme 2018 (hereinafter referred to as "ESOS 2018")
- d. 3i Infotech Limited Employee Stock Option Plan 2023 (hereinafter referred to as "ESOP 2023")

In accordance with the Regulations and the Special Resolutions passed by the members of the Company, at the Annual General Meeting / Extra – Ordinary General Meeting of the Company or through Postal Ballot.

Based on the examination carried out by us and the information and explanations provided to us, We certify, to the best of the knowledge and belief, that the following scheme(s) have been implemented, from the date of approval before the shareholders, in accordance with the requirements of the SEBI Regulations and terms of the resolution passed in the Company's general meeting and that the issue is being made in strict compliance with the SEBI (Share Based Employee benefits and Sweat Equity) Regulations, 2021.

- I. ESOS 2000 was approved by the Members of the Company at the Extra–Ordinary General Meeting held on January 28, 2000 and consequently ratified at the Annual General Meeting held on July 22, 2005;
- II. ESOS 2007 was approved by the Members of the Company at the Annual General Meeting held on July 25, 2007;
- III. ESOS 2018 was approved by the Members of the Company at the Annual General Meeting held on July 31, 2018;
- IV. ESOP 2023 was approved by the Members of the Company through Postal Ballot passed on June 25, 2023.

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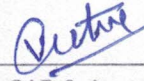
## Assumption & Limitation of Scope and Review :

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not be used, circulated, quoted or otherwise referred to for any purpose other than for the Regulations.

Place: Vashi, Navi Mumbai

Date: 30.08.2024

Signature: \_\_\_\_\_



Name of Firm: SAP & Associates  
company secretaries

[Firm Regn. No. P2020MH079800]

[PR No.: - 3269/2023]

Name of the Partner: Vishwanath  
Kote

ACS No. 60460

CP No. 22647.

UDIN :- A060460F001081436