

January 30, 2012

**The Manager,
National Stock Exchange of India Limited**
Exchange Plaza
Bandra Kurla Complex
Bandra (E)
Mumbai-400051

NSE Symbol: 3IINFOTECH

**Re: Results of Postal Ballot and Amendment to the
Memorandum and Articles of Association**

Dear Sir,

The Company had sought approval of the Shareholders through Postal Ballot for the following items:

1. Approval under Section 293(1)(a) for enhancement of the limit for creation of securities against loan;
2. Raising long term resources through further issue of securities;
3. Increase in Authorised Capital of the Company;
4. Amendment to the Memorandum of Association of the Company;
5. Amendment to the Articles of Association of the Company and
6. Re-appointment of Mr. Amar Chintopanth as Deputy Managing Director.

Pursuant to clauses 31(b) and 33 of the Listing Agreement, we had filed 6 (six) copies of the Postal Ballot notice containing the text of the resolution with the Exchange.

Mr. Nilesh Trivedi, the Scrutinizer appointed for this purpose has submitted his report dated January 28, 2012. The Chairman of the Board, upon perusal of the report has declared the said Resolutions as passed as per the details hereunder:

Resolution No.	Resolution Type	Passed with % Majority
1	Ordinary	99.15
2	Special	99.20
3	Ordinary	99.20
4	Ordinary	99.22
5	Special	99.21
6	Special	99.52

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In this regard, please find enclosed herewith the following:

1. Certified copies of the resolutions passed by Postal Ballot as declared by the Chairman on January 30, 2012 and
2. Six copies of the amended Memorandum and Articles of Association pursuant to Clause 33 of the Listing Agreement.

You are requested to take the same on your record.

Thanking you

Yours faithfully,
For **3i Infotech Limited**


Shivanand Shettigar
Company Secretary

Encl: As above.

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**CERTIFIED COPY OF THE RESOLUTIONS PASSED BY THE MEMBERS OF
3i INFOTECH LIMITED THROUGH POSTAL BALLOT AS DECLARED BY THE
CHAIRMAN ON JANUARY 30, 2012**

Resolution No. 1 (passed as an Ordinary Resolution)

**Approval under Section 293(1)(a) for enhancement of the limit for creation of
securities against loan**

RESOLVED that in supersession of the earlier resolutions passed in this regard and pursuant to the provisions of Sections 293 (1) (a), 192A and other applicable provisions, of the Companies Act, 1956, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, relevant provisions of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, and subject to the necessary approvals required, if any, in this regard from appropriate authorities, the consent of the Members be and is hereby granted to the Board of Directors (hereinafter referred to as "the Board" which expression shall include its duly authorised Committee(s) or individual Director(s)) to create security on any borrowings of the Company, whether by way of creating charge, mortgage or otherwise on any moveable and/or immoveable properties of the Company, both present and future, provided that the aggregate of security at any point of time shall not exceed ₹3000,00,00,000 (Rupees Three Thousand Crores Only).

RESOLVED further that the Board be and is hereby authorised to take all other steps, give all such directions, do all such deeds, matters and things as may be necessary to give effect to the aforesaid resolution.

RESOLVED further that the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any Committee(s) thereof, or to any of the Directors of the Company to give effect to the aforesaid resolutions.

RESOLVED further that the Board be and is hereby authorised to accept such terms and conditions, alterations, suggestions, stipulations, amendments or modifications as may be required in this resolution by the Registrar of Companies or such other Statutory Authority/ies from time to time.

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Resolution No. 2 (passed as a Special Resolution)

Raising long term resources through further issue of securities

RESOLVED that pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment, modification(s), variation or re-enactment thereof) and subject to such approvals, permissions, consents and sanctions as may be necessary from the Government of India ("GoI"), the Reserve Bank of India ("RBI"), the stock exchanges and the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 as amended, rules, regulations and guidelines prescribed by the Securities and Exchange Board of India ("SEBI") including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (hereinafter referred to as the "ICDR Regulations") and subject to any approval, consent, permission and / or sanction of the Ministry of Finance (Department of Economic Affairs) and Ministry of Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and all other Ministries / Departments of the Government of India, SEBI and / or any other competent authorities as may be required and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges where the Company's shares are listed and the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the GoI, RBI, SEBI or any competent authorities, whether in India or abroad from time to time, to the extent applicable and subject to all other necessary approvals, consents, permissions and sanctions of concerned statutory and other relevant authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee which the Board of Directors of the Company may have constituted or may thereafter constitute and/or any Director(s) of the Company, to exercise its powers necessary for the purpose, including the powers conferred by this Resolution to the extent permitted by law), consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot (including

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with provision for reservation on firm and/or on competitive basis, of such part of issue and for such categories or persons as may be permitted), in one or more tranches, such number of equity shares of face value of ₹ 10 each (the "Equity Shares") in the course of one or more domestic and/ or international offering(s) in one or more foreign markets, for a value of up to ₹ 1000 crores (Rupees one thousand crores only) inclusive of such premium as may be decided by the Board representing such number of Equity Shares by way of a public issue or private placement or a placement of Equity Shares to Qualified Institutional Buyers ("QIBs") (as defined in the ICDR Regulations) in accordance with Chapter VIII of the ICDR Regulations, Foreign Currency Convertible Bonds ("FCCBs") and/or any other financial instrument convertible into or linked to Equity Shares with or without detachable/non-detachable warrants, with a right or option exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency, (all of which are hereinafter collectively referred to as the "Securities") or any combination of Securities, to any person including but not limited to foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), foreign institutional investors ("FIIs"), promoters, Indian and/or multilateral financial institutions, non-resident Indians, employees of the Company and/ or any other category of investors, whether or not such investors are Members of the Company ("Investors"), through one or more prospectus, an offering memorandum or circular on private/preferential placement basis, at such time or times, at such price or prices, at market price(s) or at discount or premium to market price(s)(including, at the Board's discretion, at different price(s) to retail investors defined as such under the relevant rules, regulations and/or guidelines or by relevant authority) in such manner, including allotment to Stabilizing Agent in terms of Green Shoe Option, if any, exercised by the Company, and where necessary, in consultation with the Book Running Lead Managers and/or Underwriters and /or Stabilizing Agent and/or other advisors or otherwise on such terms and conditions, including security, rate of interest, issue of securities as fully paid or partly paid, making of calls or manner or appropriation of application money or call money, in respect of different classes of Investor(s) and/or in respect of different Securities, as may be decided and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer

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issue and allotment shall be made to the exclusion of all other categories of Investors, at the time of issue and allotment of the Securities considering the prevailing market conditions and other relevant factors wherever necessary as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED further that in case of the issue of the securities by way of Qualified Institutions Placement to QIBs in accordance with Chapter VIII of the ICDR Regulations, the "Relevant Date" shall mean the date of the meeting in which the Board decides to open the proposed issue of Securities and at such price as applicable under the provisions of ICDR Regulations as amended and in force at the relevant time.

RESOLVED further that without prejudice to the generality of the above, the Board of Directors be and is hereby authorised to determine the form and terms of the issue(s), in accordance with applicable regulations, prevalent market practices, including but not limited to the number of Securities to be allotted in each tranche, the ratio of exchange of shares and/or warrants and/or any other financial instrument, issue price (or variation thereof), face value, premium amount on issue/ conversion of Securities/ exercise of warrants, redemption of Securities, rate of interest, redemption period, dividend, terms pertaining to voting right(s) or option(s) for early redemption of Securities, fixing of record date or book closure and listing on one or more stock exchanges in India and/ or abroad and related or incidental matters as the Board may, in its absolute discretion, deem fit.

RESOLVED further that subject to the existing law and regulations, the Company and/or any agency or body or person authorised by the Board, may issue such Securities in negotiable, registered or bearer form with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations (including listing on one or more Stock Exchange(s) in or outside India).

RESOLVED further that subject to the existing law and regulations, such Securities to be issued, that are not subscribed, may be disposed of by the Board to such person(s) and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with resident or non-resident/ foreign investor(s) (whether institutions and

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incorporated bodies and/or individuals and/or trusts and/or otherwise)/ FII's/ QIBs/ mutual funds/ pension funds/ venture capital funds/ banks and/or employees and business associates of the Company or such other person(s) or entity(ies) or otherwise, whether or not such investors are members of the Company, as the Board may in its absolute discretion decide.

RESOLVED further that the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of the Securities or as may be necessary in accordance with the terms of the issue/ offering, all such Equity Shares ranking *pari-passu* inter-se and with the then existing Equity Shares of the Company in all respects.

RESOLVED further that the Board be and is hereby authorised to appoint lead managers, underwriters, guarantors, depositories, custodians, stabilizing agent, paying through agent and conversion through agent, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more recognized (National and/or International) Stock Exchange(s).

RESOLVED further that for the purpose of giving effect to any offer, issue or allotment of Securities, as described above, the Board be and is hereby authorised on behalf of the Company, to agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) and conversion of any of the aforesaid Securities, utilisation of issue proceeds, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may, in its absolute discretion, deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be

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deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED further that the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred, to any Committee of Directors or any one or more Wholtime Directors of the Company to give effect to the aforesaid resolutions.

Resolution No. 3 (passed as an Ordinary Resolution)
Increase in Authorised Capital of the Company

RESOLVED that the existing Authorised Capital of the Company be and is hereby increased from ₹4,000,000,000 (Rupees four billion only) divided into 300,000,000 (Three hundred million) equity shares of ₹10/- each and 200,000,000 (Two hundred million) preference shares of ₹5/- each to ₹550,00,00,000 (Rupees Five Hundred and Fifty Crores only) divided into 45,00,00,000 (Forty Five Crore) equity shares of ₹10/- each and 20,00,00,000 (Twenty Crore) preference shares of ₹5/- each by creation of 15,00,00,000 (Fifteen Crore) new equity shares of ₹10/- each, which shall rank pari passu in all respects with the existing equity shares of the Company.

Resolution No. 4 (passed as an Ordinary Resolution)
Amendment to the Memorandum of Association of the Company

RESOLVED that the Memorandum of Association of the Company be and is hereby altered by amending Clause V as follows:

The words and figures "₹4,000,000,000 (Rupees four billion only) divided into 300,000,000 (Three Hundred Million) equity shares of ₹10/- each and 200,000,000 (Two Hundred Million) preference shares of ₹5/- each" in Clause V be substituted by the words and figures of "₹550,00,00,000 (Rupees Five Hundred and Fifty Crores only) divided into 45,00,00,000 (Forty Five Crore) equity shares of ₹10/- each and 20,00,00,000 (Twenty Crore) preference shares of ₹5/- each."



Resolution No. 5 (passed as a Special Resolution)

Amendment to the Articles of Association of the Company

RESOLVED that the Articles of Association of the Company be and are hereby amended by amending Article 5 in the following manner:

The words and figures "₹4,000,000,000 (Rupees four billion only) divided into 300,000,000 (Three Hundred Million) equity shares of ₹10/- each and 200,000,000 (Two Hundred Million) preference shares of ₹5/- each" in Article 5 be substituted by the word and figures of "₹550,00,00,000 (Rupees Five Hundred and Fifty Crores only) divided into 45,00,00,000 (Forty Five Crore) equity shares of ₹10/- each and 20,00,00,000 (Twenty Crore) preference shares of ₹5/- each."

Resolution No. 6 (passed as a Special Resolution)

Re-appointment of Mr. Amar Chintopanth as Deputy Managing Director

RESOLVED that subject to the provisions of Sections 198, 269, 309, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), the Articles of Association of the Company and subject to the approval of the Central Government, if required, and such other sanctions and approvals as may be necessary, the Members do and hereby approve the re-appointment of Mr. Amar Chintopanth as the Deputy Managing Director of the Company for a period of three years, effective January 17, 2012, with the following remuneration:

Basic Salary: In the range of ₹3,00,000/- p.m. to ₹6,00,000/- p.m.

Bonus:

An amount up to 100% of his annual cost to the Company as may be determined by the Board of Directors or any Committee thereof, based on achievement of such performance parameters as may be laid down from time to time.

Perquisites:

Perquisites (evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases) like benefits of Company's furnished accommodation/house rent allowance, gas, electricity, water and furnishings, club fees, personal insurance, use of car and telephone at residence or re-imbursement

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of expenses in lieu thereof, medical reimbursement, leave and leave travel concession, education benefits, provident fund, superannuation fund and gratuity, in accordance with the scheme(s) and rule(s) applicable to the employees of the Company from time to time. He is also eligible for retention incentives approved by the Board and the Members earlier, which shall accrue during the current tenure.

RESOLVED further that in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Mr. Amar Chintopanth shall be governed by Section II of Part II of Schedule XIII of the Companies Act, 1956 including any modification(s) thereto.

RESOLVED further that the Board of Directors of the Company or any Committee thereof, be and is hereby authorized to decide at its absolute discretion from time to time, all the terms and conditions of the re-appointment of Mr. Amar Chintopanth including the remuneration (salary, perquisites and bonus) payable to him, within the terms mentioned above, and obtain such approvals of the Central Government, as may be necessary for the purpose of payment of such remuneration, during the tenure of his appointment.

For 3i Infotech Limited


Shivanand Shettigar
Company Secretary

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