3i Infotech®
Innovation • Insight • Integrity

April 25, 2012

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

Dear Sir,

**NSE Symbol: 3IINFOTECH**

**Sub: Results of the meeting of the Bondholders and the settlement of Exchange Offer**

**Ref: Outstanding US$ 66.37 Million Zero Coupon Convertible Bonds Due 2012 (USD Bonds) and Euro20 Million Zero Coupon Convertible Bonds Due 2012 (Euro Bonds)**

The Company hereby announces that, all the conditions to consummation of the Exchange Offer described in its exchange offer memorandum, dated March 22, 2012 have been met. The Company has accepted an aggregate principal amount of US$63,932,000 Existing USD Bonds (96.33% of USD Bonds) and €20,000,000 Existing Euro Bonds (100% of Euro Bonds) for exchange in the Exchange Offer. The Company intends to issue US$125,356,000 aggregate principal amount of Bonds maturing on April 26, 2017 in exchange for the Existing Bonds offered for Exchange. Settlement of the Exchange Offer is expected to occur on April 25, 2012.

Further, you may note that, by a notice given via the clearing systems and dated 22 March 2012 the Company convened a meeting on April 24, 2012 of the holders of the Euro Bonds and the USD Bonds to consider, and if thought fit, approve, an extraordinary resolutions to amend the respective trust deeds constituting, the terms and conditions of, the outstanding Euro Bonds and the outstanding USD Bonds, to amend the paying and conversion agency agreement and to waive events of default under the Euro Bonds and the USD Bonds. The meeting was quorate and the extraordinary resolution was passed.

In relation to the USD Bonds, with regard to balance 3.67% of the USD bonds, the Company has entered into a supplemental trust deed and supplemental paying and conversion agency agreement to effect the amendments approved by the extraordinary resolution. In relation to the Euro Bonds, since the Company has accepted 100.0% of the outstanding Euro Bonds for exchange, no Euro Bonds are expected to be outstanding upon settlement of the exchange offer. Therefore, the Company does not expect to enter into a supplemental trust deed or supplemental paying and conversion agency agreement with respect to the Euro Bonds.

This is for your information and record please.

Thanking you,

For **3i Infotech Limited**

**Shivanand R Shettigar**
**Company Secretary**

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