

May 31, 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. Increase in Authorized Capital and Amendment to the Memorandum of Association of the Company;
2. Amendment to the Articles of Association of the Company;
3. Authorization for restructuring of debts;
4. Allotment of equity shares on preferential basis;
5. Conversion of loans into equity shares and
6. Conversion of certain existing preference shares into equity shares and modification of terms of preference shares.

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, Partner, KBNT & Associates, the Scrutinizer appointed for this purpose has submitted his report dated May 30, 2012. The Chairman of the Board, upon perusal of the report has declared the said Resolutions as passed, details of which are attached as **Annexure**.

In this regard, please find enclosed herewith the following:

1. Certified copy of the resolutions passed by Postal Ballot as declared by the Chairman on May 31, 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.

3i Infotech Limited

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International Infotech Park
Vashi, Navi Mumbai 400 703, India.
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Fax (+91-22) 6792 8099
www.3i-infotech.com

Corporate Office :
6th Floor, Akruti Centre Point
M.I.D.C. Central Road
Next to Marol Telephone Exchange
Andheri (East), Mumbai - 400 093
India.



Results of Postal Ballot (Pursuant to Clause 35A of the Listing Agreement)

Annexure

Results of the Postal Ballot of 3i Infotech Limited as declared on May 31, 2012

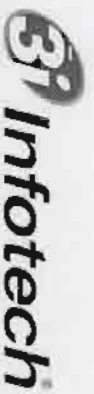
Resolution No.1-Ordinary Resolution for Increase in Authorised Share Capital and Amendment to the Memorandum of Association of the Company

Promoter/Public	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
Promoter & Promoter Group	(1) 39,036,190	(2) 39,036,190	(3)=[(2)/(1)]*100 100.00	(4) 39,036,190	(5) 0	(6)=[(4)/(2)]*100 100.00	(7)=[(5)/(2)]*100 0.00
Public Institutional holders	34,570,173	366,299	1.06	366,299	0	100.00	0.00
Public- Others	118,380,186	2,807,707	2.37	2,701,459	106,248	96.22	3.78
Total	191,986,549	42,210,196	21.99	42,103,948	106,248	99.75	0.25

Resolution No.2-Special Resolution for Amendment to the Articles of Association of the Company

Promoter/Public	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
Promoter & Promoter Group	(1) 39,036,190	(2) 39,036,190	(3)=[(2)/(1)]*100 100.00	(4) 39,036,190	(5) 0	(6)=[(4)/(2)]*100 100.00	(7)=[(5)/(2)]*100 0.00
Public Institutional holders	34,570,173	366,299	1.06	366,299	0	100.00	0.00
Public- Others	118,380,186	1,943,499	1.64	1,849,046	94,453	95.14	4.86
Total	191,986,549	41,345,988	21.54	41,251,535	94,453	99.77	0.23





3i Infotech Limited, Tower # 5, 3rd to 6th floors, International Infotech Park, Vashi, Navi Mumbai – 400 703

Resolution No.3-Special Resolution for Authorization for restructuring of debts

Promoter/Public	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
Promoter &	(1) 39,036,190	(2) 39,036,190	(3)=[(2)/(1)]*100 100.00	(4) 39,036,190	(5) 0	(6)=[(4)/(2)]*100 100.00	(7)=[(5)/(2)]*100 0.00
Promoter Group							
Public Institutional holders	34,570,173	366,299	1.06	366,299	0	100.00	0.00
Public- Others	118,380,186	1,945,870	1.64	1,853,338	92,532	95.24	4.76
Total	191,986,549	41,348,359	21.54	41,255,827	92,532	99.78	0.22

Resolution No.4-Special Resolution for Allotment of equity shares on preferential basis

Promoter/Public	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
Promoter &	(1) 39,036,190	(2) 39,036,190	(3)=[(2)/(1)]*100 100.00	(4) 39,036,190	(5) 0	(6)=[(4)/(2)]*100 100.00	(7)=[(5)/(2)]*100 0.00
Promoter Group							
Public Institutional holders	34,570,173	366,299	1.06	366,299	0	100.00	0.00
Public- Others	118,380,186	1,941,936	1.64	1,836,891	105,045	94.59	5.41
Total	191,986,549	41,344,425	21.54	41,239,380	105,045	99.75	0.25





3i Infotech Limited, Tower # 5, 3rd to 6th floors, International Infotech Park, Vashi, Navi Mumbai – 400 703

Resolution No.5-Special Resolution for Conversion of loans into equity shares

Promoter/Public	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)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	39,036,190	39,036,190	100.00	39,036,190	0	100.00	0.00
Public Institutional holders	34,570,173	366,299	1.06	366,299	0	100.00	0.00
Public- Others	118,380,186	1,943,844	1.64	1,825,994	117,850	93.94	6.06
Total	191,986,549	41,346,333	21.54	41,228,483	117,850	99.71	0.29

Resolution No.6-Special Resolution for Conversion of certain existing preference shares into equity shares and modification of terms of preference shares

Promoter/Public	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)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	39,036,190	39,036,190	100.00	39,036,190	0	100.00	0.00
Public Institutional holders	34,570,173	366,299	1.06	366,299	0	100.00	0.00
Public- Others	118,380,186	1,941,148	1.64	1,823,480	117,668	93.94	6.06
Total	191,986,549	41,343,637	21.53	41,225,969	117,668	99.72	0.28

