

May 24, 2017

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

NSE Symbol: 3IINFOTECH

Sub: Results of Postal Ballot pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company had sought approval of the Shareholders by way of Special Resolutions through Postal Ballot for the following items:

1. Renewal of the resolution passed by the Members on March 18, 2016 in relation to issue of Equity Shares against conversion of a portion of the outstanding amounts due to the DRS Lenders and ratifications of the actions taken pursuant thereto;
2. Issue of Equity Shares against conversion of a portion of the outstanding amounts due to the Non-CDR Lenders;

Voting on the Postal Ballot has concluded on May 21, 2017 (deemed date of passing of resolutions). Mr. B. Narasimhan, Partner, BNP & Associates, Company Secretaries, the Scrutinizer appointed for the Postal Ballot has submitted his report in this regard dated May 23, 2017. Upon perusal of the report received from Scrutinizer, the Managing Director and Global CEO of the Company, vide authority given by the Chairman of the Company, has declared today the said Resolutions as passed as per details hereunder:

Resolution No.	Resolution Type	Passed with Percentage (%) Majority
1	Special	99.986
2	Special	99.987



3i Infotech Limited

(CIN : L67120MH1993PLC074411)
Tower #5, 3rd to 6th Floor
International Infotech Park
Vashi, Navi Mumbai 400 703, India.
Tel. : (+91 - 22) 4113 8000
Fax : (+91 - 22) 4113 8098
www.3i-infotech.com



In this regard, please find enclosed herewith the following:

1. Results of voting for Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Scrutinizer's Report dated May 23, 2017 and
3. Certified copy of the resolutions passed by the Shareholders through Postal Ballot.

Request you to take this on record.

Thanking you

Yours faithfully,

For 3i Infotech Limited

Rajeev Limaye
Company Secretary



Encl: As above

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Date of the Postal Ballot Results	24-May-2017
Total number of shareholders on record date	1,57,323
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			1. Renewal of the resolution passed by the Members on March 18, 2016 in relation to issue of Equity Shares against conversion of a portion of the outstanding amounts due to the DRS Lenders and ratifications of the actions taken pursuant thereto					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Institutions	E-Voting	-	18,12,64,744	27.3459	18,12,64,744	-	100.0000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	30,27,12,344	45.6678	30,27,12,344	-	100.0000	-
	Total	66,28,57,809	48,39,77,088	73.0137	48,39,77,088	-	100.0000	-
Public- Non Institutions	E-Voting	-	4,18,78,822	8.0413	4,18,01,982	76,840	99.8165	0.1835
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	2,51,65,488	4.8321	2,51,62,948	2,540	99.9899	0.0101
	Total	52,07,93,594	6,70,44,310	12.8735	6,69,64,930	79,380	99.8816	0.1184
Total		1,18,36,51,403	55,10,21,398	46.5527	55,09,42,018	79,380	99.9856	0.0144



Resolution required: (Ordinary/ Special)			2. Issue of Equity Shares against conversion of a portion of the outstanding amounts due to the Non-CDR Lenders					
Whether promoter/ promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Institutions	E-Voting	-	18,12,64,744	27.3459	18,12,64,744	-	100.0000	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	30,27,12,344	45.6678	30,27,12,344	-	100.0000	-
	Total	66,28,57,809	48,39,77,088	73.0137	48,39,77,088	-	100.0000	-
Public- Non Institutions	E-Voting	-	4,18,54,956	8.0368	4,17,82,406	72,550	99.8267	0.1733
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	2,51,17,878	4.8230	2,51,16,458	1,420	99.9943	0.0057
	Total	52,07,93,594	6,69,72,834	12.8598	6,68,98,864	73,970	99.8896	0.1104
Total		1,18,36,51,403	55,09,49,922	46.5466	55,08,75,952	73,970	99.9866	0.0134



The Chairman
3i Infotech Limited
Tower #5, 3rd to 6th floor,
International Infotech Park
Vashi, New Mumbai - 400703

May 23, 2017

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of 3i INFOTECH LIMITED (hereinafter referred to as '3i Infotech' or the "Company") on March 7, 2017, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of all the Resolutions as circulated in the Postal Ballot Notice dated April 6, 2017 (hereinafter referred to as the 'Postal Ballot Notice').

To enable wider participation of shareholders SEBI, vide its circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per the provisions of Section 108 and 110 of the Act read with the Rules framed thereunder, the Company had provided electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. This is a mandatory requirement for all companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), to provide for e-voting facility to their shareholders, in respect of all those businesses which are transacted through Postal Ballot by such Companies. Since 3i Infotech is a listed entity, it falls within the ambit as specified in the abovementioned Circulars issued by SEBI. Further in terms of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 22 the Companies (Management and Administration) Rules, 2014, (as amended), e-voting on the Postal Ballot has been made applicable to the Company.

3i Infotech accordingly has made arrangements with the System Provider National Securities Depositories Limited (hereinafter referred to as 'NSDL') for providing a system of recording votes of the shareholders cast electronically through e-Voting. The Company itself is its Registrar and Share Transfer Agent (RTA). The Company has made arrangements with NSDL to set up the e-Voting facility on the NSDL's e-Voting website <https://www.evoting.nsdl.com>.



3i Infotech has also uploaded the Postal Ballot Notice containing the resolutions together with the explanatory statement on its website www.3i-infotech.com as well as that of the Service Provider NSDL. NSDL has generated Electronic Voting Event Number (EVEN) for the votes which are to be cast through e-voting mode. All necessary formalities in compliance with the requirements specified by the Companies Act 2013 and the rules framed there under have been complied with by the service Provider NSDL, as directed by 3i Infotech. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice sent to all the shareholders by Courier/ Post and by email, wherever email ids were available as detailed elsewhere in this Report. The above activities were completed by April 21, 2017. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of March 31, 2017 (cut-off date). The items for which the Special Resolutions proposed to be approved by the shareholders of 3i Infotech is as per Notice dated April 6, 2017 as per the items mentioned hereunder.

S. No.	Type of Resolutions	Description of the resolutions
1.	<u>As a Special Resolution</u> Renewal of the resolution passed by the members on March 18, 2016 in relation to issue of Equity Shares against conversion of a portion of the outstanding amounts due to DRS Lenders and ratification of the actions taken pursuant thereto	As per Item No. 1 of the Postal Ballot Notice dated April 6, 2017
2.	<u>As a Special Resolution</u> To issue of Equity shares against conversion of a portion of the outstanding amounts due to the Non- CDR Lenders	As per Item No. 2 of the Postal Ballot Notice dated April 6, 2017

I report that as per provisions of Section 110 of the Companies Act, 2013, read with Rule 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice was despatched to the shareholders numbering to 43,593 by Courier and 5,441 by Registered/Speed Post in physical form. The Notices sent in physical form were accompanied with self-addressed prepaid postage Business Reply Envelope which was required to be returned by the shareholders on or before 6.00 P.M., on May 21, 2017. In addition to the above, Postal Ballot Notices were also sent via electronic mode by 3i Infotech the Company and NSDL, the Service provider to 1,08,289 Shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the National



Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 31, 2017 (cut-off date).

As per the information provided by the Service Provider, out of the 1,08,289 emails sent 5,670 Emails had bounced. The Company subsequently, sent the physical Postal Ballot Notice along with Postal Ballot Form and self-addressed prepaid postage Business Reply Envelope to these shareholders by Courier/ Speed Post. I further report that as stated in the Postal Ballot Notice sent to the shareholders, the Company has fixed 6:00 pm on Sunday May 21, 2017 as the last date for receipt of Postal Ballots and for completing the E-voting.

As stated in sub rule 4(v) of Rule 20 as well as sub rule 3 of Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "The Free Press Journal", English Newspaper in English Language and in "Navshakti", Marathi edition Newspaper in Marathi, on April 21, 2017 informing about the completion of despatch of the Postal Ballot Notices, by Courier/Post and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

3i Infotech has issued a Corrigendum dated May 8, 2017 to the Postal Ballot Notice. The Corrigendum concerns correction of an error in the explanatory statement to Item No. 2 in the Postal Ballot Notice wherein the Relevant Date had been inadvertently been mentioned as Monday, April 24, 2017 instead of Friday, April 21, 2017. The error is not material in nature. The same has been published in the editions dated May 9, 2017 of the newspapers "The Free Press Journal" and "Navshakti" besides being uploaded on the Company's and the Service Provider's websites and being communicated to NSE and BSE.

I report that I have received the Postal Ballot forms from the shareholders during the period starting from Saturday April 22, 2017 till Sunday May 21, 2017. All the Postal Ballot forms together with all votes cast by E-voting through NSDL received and recorded up to 6:00 pm on Sunday May 21, 2017, being the last date fixed by the Company for receipt of the ballot forms/e-voting, was considered for my scrutiny.

Envelopes numbering to 582 containing Postal Ballot forms returned undelivered by postal authorities were not opened and the details of the same are separately maintained by the Company.

The Postal Ballots forms received at the Registrar's address in the name of the Scrutinizer were opened and then taken up for matching with the master data base as of the cut-off date by the RTA under my instruction at regular intervals This process was carried out on a weekly basis.



On Sunday May 21, 2017 after the closure of e-voting period till 6.00 P.M., the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Navneet Bathla and Mr. Dheeraj Patil Witnesses, not in employment of the Company as prescribed under Sub Rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-Voting facility was provided by NSDL, the details of the e-Voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the Company. While the details of the e-Voting were provided by the System Provider namely NSDL, the compilation of the Register, in respect of physical Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of 157323 shareholders holding shares as on the cut-off date, 560 Shareholders have exercised their vote through e-Voting and 220 Shareholders have exercised their votes through Postal Ballot Forms, as received till the last date as confirmed by NSDL/ RTA.

The details of Postal ballot results for the items placed for consideration by the members are given below:

Item No 1. Special Resolution

Renewal of the resolution passed by the members on March 18, 2016 in relation to issue of Equity Shares against conversion of a portion of the outstanding amounts due to the DRS Lenders and ratification of actions taken pursuant thereto.

"RESOLVED THAT subject to the provisions of Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**"), the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), applicable rules notified by the Central Government under the Companies Act, the Foreign Exchange Management Act, 2000 (the "**FEMA**"), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the "**GOI**"), Reserve Bank of India (the "**RBI**"), and Securities and Exchange Board of India (the "**SEBI**") and/or any other competent authorities, whether in India or abroad, and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI Regulations**"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended, the enabling provisions of the Memorandum of Association and Articles of Association



of the Company, the uniform listing agreement between the Company and the stock exchanges on which the Company's shares are listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to necessary approvals, permissions, consents and sanctions of RBI and concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents 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(s) and/or any of the Director(s) or person(s) authorized by the Board to exercise powers conferred by this Resolution to the extent permitted by law), Rule 13(2)(e) and (f) of Companies (Share Capital and Debentures) Rules, 2014 and the resolution passed by the Members of the Company on March 18, 2016 (the "**March Resolution**"), the consent, authority and approval of the Company be and is hereby accorded to renew the March Resolution for the purposes of issue and allotment to all the lenders of the Company including the lenders of the Company's subsidiaries and lenders of facilities guaranteed by the Company and lessors of the Company (hereinafter referred to as the "**DRS Lenders**"), as mentioned in the explanatory statement attached with the said March Resolution, on a preferential basis to implement the terms of Debt Realignment Scheme, including any deviations thereto approved by relevant authorities, upto 100 Crore equity shares (the "**Equity Shares**"), at a price of 10/- per equity share as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI Regulations read with the Companies Act, at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion (the "**Preferential Issue**") and on such other terms as set out in the March Resolution."

"**RESOLVED FURTHER THAT** the Company hereby ratifies and confirms any issue and allotment of Equity Shares pursuant to the March Resolution."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and the decision of the Board shall be final and conclusive."



RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Preferential Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

Total No. of Shareholders	1,57,323		
Total No. of Shares	1,18,36,51,403		
Receipt of Postal Ballot Forms	From April 22, 2017 till May 21, 2017		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	560	223175465
Total Votes Cast through Postal Ballot Forms Received	B	220	327933862
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	780	551109327
Less: Invalid e-Voting/ Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated/abstained/less voted)	D	15	87929
Net e-Voting/ Postal Ballot Forms (C-D)	E	765	551021398

NOTE:

(i)*Invalid Postal Ballot Forms were not taken into account for counting of votes.

(ii) Votes cast in favour or against have been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot, whichever is less.

(iii) There are two cases where the shareholder has voted both through Postal Ballot as well as through e-Voting. As per the notes and instructions mentioned in the postal ballot notice, the votes cast through physical ballot have been treated as invalid and rejected.



Summary of Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outsta nding shares (3)=[(2)]/(1)]*1 00	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Institution al holders	66,28,57,809	483977088	73.014	483977088	0	100	0
Public- others #	52,07,93,594	67044310	12.873	66964930	79380	99.970	0.030
Total	1,18,36,51,403	551021398	46.553	550942018	79380	99.986	0.014

Percentage of votes cast in favour : 99.986% Percentage of votes cast against:
0.014 %

RESULTS: -

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 1 of Postal Ballot Notice has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on May 21, 2017 i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.



Item No 2. Special Resolution

Issue of Equity Shares against conversion of a portion of the outstanding amounts due to the Non-CDR Lenders

"**RESOLVED THAT** subject to the provisions of Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**"), applicable rules notified by the Central Government under the Companies Act, the Foreign Exchange Management Act, 2000 (the "**FEMA**"), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the "**GOI**"), Reserve Bank of India (the "**RBI**"), and Securities and Exchange Board of India (the "**SEBI**") and/or any other competent authorities, whether in India or abroad, and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI Regulations**"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements between the Company and the stock exchanges on which the Company's shares are listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to necessary approvals, permissions, consents and sanctions of RBI and concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents 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(s) and/or any of the Director(s) or person(s) authorized by the Board to exercise powers conferred by this Resolution to the extent permitted by law), in supersession and replacement of the resolution passed by the Members of the Company on May 13, 2016, the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot to those lenders of the Company who are unable to participate in the Debt Restructuring Scheme (DRS) of the Company under the Corporate Debt Restructuring mechanism including the lenders of the Company's subsidiaries and lenders of facilities guaranteed by the Company and lessors of the Company ("**Non-CDR Lenders**") as mentioned in the explanatory statement, on a preferential basis, up to 6,50,00,096 equity shares (the "**Equity Shares**"), at a price of Rs.10/- per equity share as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI Regulations read with the Companies Act, on such terms and conditions and in such manner as the Board may think fit in its absolute discretion (the "**Preferential Issue**")."



"RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the relevant Non-CDR Lenders within a period of 15 days from the date of passing of this resolution (or such other date as permitted under the SEBI Regulations), provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval (or such other date as permitted under the SEBI Regulations)."

"RESOLVED FURTHER THAT the "relevant date" for the purpose of calculating the price of the Equity Shares for the purposes of the Preferential Issue shall be determined in accordance with provisions of Chapter VII of the SEBI Regulations read with the Companies Act."

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted on preferential basis as aforesaid shall rank *pari passu* in all respects with the existing Equity Shares and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company."

"RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as stipulated under the SEBI Regulations."

RESOLVED FURTHER THAT the number of equity shares to be issued and allotted shall be subject to reconciliation between the Non-CDR Lenders and the Company."

"RESOLVED FURTHER THAT subject to the provisions of SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve the terms and conditions of the offer, issue and allotment of the Equity Shares and vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue to any of the Non-CDR Lenders, as it may deem expedient."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and the decision of the Board shall be final and conclusive."



"RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Preferential Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

Total No. of Shareholders	1,57,323		
Total No. of Shares	1,18,36,51,403		
Receipt of Postal Ballot Forms	From April 22, 2017 till May 21, 2017		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	560	223175465
Total Votes Cast through Postal Ballot Forms Received	B	220	327933862
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	780	551109327
Less: Invalid e-Voting/ Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated/abstained/less voted)	D	25	159405
Net e-Voting/ Postal Ballot Forms (C-D)	E	755	550949922

NOTE:

- (i)*Invalid Postal Ballot Forms were not taken into account for counting of votes.
- (ii) Votes cast in favour or against have been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot, whichever is less.
- (iii) There are two cases where the shareholder has voted both through Postal Ballot as well as through e-Voting. As per the notes and instructions mentioned in the postal ballot notice, the votes cast through physical ballot have been treated as invalid and rejected.



Summary of Postal Ballot

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Institutional holders	66,28,57,809	483977088	73.01	483977088	0	100	0
Public- others #	52,07,93,594	66972834	12.86	66898864	73970	99.972	0.028
Total	1,18,36,51,403	550949922	46.547	550875952	73970	99.987	0.013

Percentage of votes cast in favour : 99.987% Percentage of votes cast against: 0.013 %

RESULTS: -

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 2 of Postal Ballot Notice has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on May 21, 2017 i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

I further report that as per the Postal Ballot Notice and the Board Resolution dated March 7, 2017, the Chairman or any authorized person in that behalf may declare and confirm the above results of voting by postal ballot in respect of the resolutions

referred, on May 24, 2017. The same will be displayed at the Registered office of 3i Infotech located at Registered Office: Tower #5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai – 400 703.



The results will also be communicated to BSE and NSE where the 3i Infotech's shares are listed. It will also be displayed on Company's website www.3i-infotech.com and also on that of the Service Provider NSDL <https://evoting.nsdl.com>.

I further report that Rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from NSDL, the System Provider for the e-Voting facility extended by them as also the RTA recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number / DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of 3i Infotech Limited after the Chairman or any authorized person in that behalf considers, approves and signs the minutes of the meeting.

I thank you for the opportunity given, to act as a Scrutinizer for the above Postal

Thanking You

Yours faithfully,
For BNP & Associates
Company Secretaries
Firm Registration No.: P2014MH037400



B Narasimhan
Partner
FCS 1303 COP No.: 10440



Place: Mumbai

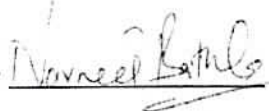
Dated: May 23, 2017

The following were the witnesses to the unblocking of e-voting, on 21st May 2017, on closure of e-voting period.

1. Ms. Navneet Bathla

2. Mr. Dheeraj Patil

Signature



Signature



CERTIFIED COPY OF THE RESOLUTIONS DEEMED TO BE PASSED BY THE MEMBERS OF 3i INFOTECH LIMITED THROUGH POSTAL BALLOT ON MAY 21, 2017, RESULTS OF WHICH WERE DECLARED ON MAY 24, 2017

Renewal of the resolution passed by the Members on March 18, 2016 in relation to issue of Equity Shares against conversion of a portion of the outstanding amounts due to the DRS Lenders and ratifications of the actions taken pursuant thereto

"RESOLVED THAT subject to the provisions of Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the **"Companies Act"**), the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), applicable rules notified by the Central Government under the Companies Act, the Foreign Exchange Management Act, 2000 (the **"FEMA"**), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the **"GOI"**), Reserve Bank of India (the **"RBI"**), and Securities and Exchange Board of India (the **"SEBI"**) and/or any other competent authorities, whether in India or abroad, and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **"SEBI Regulations"**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreement between the Company and the stock exchanges on which the Company's shares are listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to necessary approvals, permissions, consents and sanctions of RBI and concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents 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

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include any Committee(s) and/or any of the Director(s) or person(s) authorized by the Board to exercise powers conferred by this Resolution to the extent permitted by law), Rule 13(2)(e) and (f) of Companies (Share Capital and Debentures) Rules, 2014 and the resolution passed by the Members of the Company on March 18, 2016 (the "**March Resolution**"), the consent, authority and approval of the Company be and is hereby accorded to renew the March Resolution for the purposes of issue and allotment to all the lenders of the Company including the lenders of the Company's subsidiaries and lenders of facilities guaranteed by the Company and lessors of the Company (hereinafter referred to as the "**DRS Lenders**"), as mentioned in the explanatory statement attached with the said March Resolution, on a preferential basis to implement the terms of Debt Realignment Scheme, including any deviations thereto approved by relevant authorities, upto 100 Crore equity shares (the "**Equity Shares**"), at a price of ₹ 10/- per equity share as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI Regulations read with the Companies Act, at such time or times, in one or more tranches and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion (the "**Preferential Issue**") and on such other terms as set out in the March Resolution.

RESOLVED FURTHER THAT the Company hereby ratifies and confirms any issue and allotment of Equity Shares pursuant to the March Resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and the decision of the Board shall be final and conclusive.

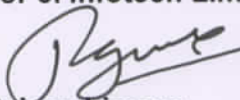
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RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Preferential Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

Certified True Copy
For 3i Infotech Limited


Rajeev Limaye
Company Secretary



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Issue of Equity Shares against conversion of a portion of the outstanding amounts due to the Non-CDR Lenders

"RESOLVED THAT subject to the provisions of Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**"), applicable rules notified by the Central Government under the Companies Act, the Foreign Exchange Management Act, 2000 (the "**FEMA**"), as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the "**GOI**"), Reserve Bank of India (the "**RBI**"), and Securities and Exchange Board of India (the "**SEBI**") and/or any other competent authorities, whether in India or abroad, and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI Regulations**"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements between the Company and the stock exchanges on which the Company's shares are listed, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to necessary approvals, permissions, consents and sanctions of RBI and concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents 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(s) and/or any of the Director(s) or person(s) authorized by the Board to exercise powers conferred by this Resolution to the extent permitted by law), in supersession and replacement of the resolution passed by the Members of the Company on May 13, 2016, the consent, authority and approval of the Company be

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and is hereby accorded to the Board to create, offer, issue and allot to those lenders of the Company who are unable to participate in the Debt Restructuring Scheme (DRS) of the Company under the Corporate Debt Restructuring mechanism including the lenders of the Company's subsidiaries and lenders of facilities guaranteed by the Company and lessors of the Company ("**Non-CDR Lenders**") as mentioned in the explanatory statement, on a preferential basis, upto 6,50,00,096 equity shares (the "**Equity Shares**"), at a price of ₹ 10/- per equity share as determined by the Board in accordance with the pricing guidelines prescribed under Chapter VII of the SEBI Regulations read with the Companies Act, on such terms and conditions and in such manner as the Board may think fit in its absolute discretion (the "**Preferential Issue**").

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the relevant Non-CDR Lenders within a period of 15 days from the date of passing of this resolution (or such other date as permitted under the SEBI Regulations), provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval (or such other date as permitted under the SEBI Regulations).

RESOLVED FURTHER THAT the "relevant date" for the purpose of calculating the price of the Equity Shares for the purposes of the Preferential Issue shall be determined in accordance with provisions of Chapter VII of the SEBI Regulations read with the Companies Act.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted on preferential basis as aforesaid shall rank *pari passu* in all respects with the existing Equity Shares and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as stipulated under the SEBI Regulations.

RESOLVED FURTHER THAT the number of equity shares to be issued and allotted shall be subject to reconciliation between the Non-CDR Lenders and the Company.

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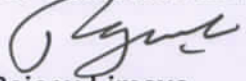


RESOLVED FURTHER THAT subject to the provisions of SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve the terms and conditions of the offer, issue and allotment of the Equity Shares and vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue to any of the Non-CDR Lenders, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the Equity Shares and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Preferential Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be."

Certified True Copy
For 3i Infotech Limited


Rajeev Limaye
Company Secretary



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