3i Infotech®
Innovation • Insight • Integrity

May 13, 2016

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 through Postal Ballot for the following items:

1. Increase in Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company;
2. Amendment to the Articles of Association of the Company;
3. (i) Issue as part of the proposed restructuring of the outstanding US$ 125,356,000 5 per cent. convertible bonds due 2017 (the "5% Bonds") and US$ 2,435,000 4.75 per cent. convertible bonds due 2017 (the "4.75% Bonds", and together with the 5% Bonds, the "Existing Bonds"), new foreign currency convertible bonds to the holders of the Existing Bonds in exchange for the Existing Bonds, and

   (ii) amend the terms of the outstanding Existing Bonds (to the extent not exchanged) including extension of the maturity and reduction of the rate of interest;
4. Issue of equity shares against conversion of a portion of the outstanding amounts due to the Lenders.

Mr. Jatin Popat, Partner, BNP & Associates, the Scrutinizer appointed for this purpose has submitted his report dated May 12, 2016. Upon perusal of the report received from Scrutinizer, the Chief Financial Officer of the Company vide authority given by the Chairman of the Company, has declared the said Resolutions as passed as per details hereunder-



3i Infotech Limited
(CIN : L67120MH1993PLC074411)
Tower #5, 3rd to 6th Floor
International Infotech Park
Vashi, Navi Mumbai 400 703, India.
Tel. : (+91 - 22) 6792 8000
Fax : (+91 - 22) 6792 8095
www.3i-infotech.com

Resolution No.	Resolution Type	Passed with Percentage (%) Majority
1	Ordinary	90.22
2	Special	90.23
3	Special	90.22
4	Special	90.22

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. Scrutinizers Report and
3. Certified copy of the resolutions passed by Postal Ballot on May 13, 2016.

Request you to take this on record.

Thanking you

Yours faithfully,

For **3i Infotech Limited**



Padmanabhan Iyer
Chief Financial Officer

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Format for Voting Results

Date of the Postal Ballot Results	13-May-2016
Total number of shareholders on record date	164,130
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. Increase in Authorised Share Capital of the Company (the "**Authorised Share Capital**") and consequent amendment to the Memorandum of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No Promoter is interested in the Resolution.					
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**	-	30,560,488	100.00	30,560,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	30,560,488	30,560,488	100.00	30,560,488	-	100.00	-
Public- Institutions	**E-Voting**	-	42,117,513	43.70	42,117,513	-	88.88	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	5,269,818	5.47	5,269,818	-	11.12	-
	Total	96,378,019	47,387,331	49.17	47,387,331	-	100.00	-
Public- Non Institutions	**E-Voting**	-	60,549,265	11.78	43,077,166	17,472,099	42.74	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	40,232,088	7.83	40,231,668	420	39.92	0.00
	Total	513,865,421	100,781,353	19.61	83,308,834	17,472,519	82.66	17.34
Total		640,803,928	178,729,172	27.89	161,256,653	17,472,519	90.22	9.78

Resolution required: (~~Ordinary~~/ Special)			2. Amendment to the Articles of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No Promoter is interested in the Resolution.					
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	-	30,560,488	100.00	30,560,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	30,560,488	30,560,488	100.00	30,560,488	-	100.00	-
Public- Institutions	E-Voting	-	42,117,513	43.70	42,117,513	-	88.88	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	5,269,818	5.47	5,269,818	-	11.12	-
	Total	96,378,019	47,387,331	49.17	47,387,331	-	100.00	-
Public- Non Institutions	E-Voting	-	60,532,994	11.78	43,064,312	17,468,682	42.74	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	40,230,388	7.83	40,230,268	120	39.93	0.00
	Total	513,865,421	100,763,382	19.61	83,294,580	17,468,802	82.66	17.34
Total		640,803,928	178,711,201	27.89	161,242,399	17,468,802	90.23	9.77

Resolution required: (~~Ordinary~~/ Special)			3. (i) Issue as part of the proposed restructuring of the outstanding US$ 125,356,000 5 per cent. convertible bonds due 2017 (the "5% Bonds") and US$ 2,435,000 4.75 per cent. convertible bonds due 2017 (the "4.75% Bonds", and together with the 5% Bonds, the "Existing Bonds"), new foreign currency convertible bonds to the holders of the Existing Bonds in exchange for the Existing Bonds, and (ii) amend the terms of the outstanding Existing Bonds (to the extent not exchanged) including extension of the maturity and reduction of the rate of interest.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No Promoter is interested in the Resolution.					
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	-	30,560,488	100.00	30,560,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	30,560,488	30,560,488	100.00	30,560,488	-	100.00	-
Public- Institutions	E-Voting	-	42,117,513	43.70	42,117,513	-	88.88	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	5,269,818	5.47	5,269,818	-	11.12	-
	Total	96,378,019	47,387,331	49.17	47,387,331	-	100.00	-
Public- Non Institutions	E-Voting	-	60,522,334	11.78	43,054,731	17,467,603	42.73	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	40,229,988	7.83	40,229,288	700	39.93	0.00
	Total	513,865,421	100,752,322	19.61	83,284,019	17,468,303	82.66	17.34
Total		640,803,928	178,700,141	27.89	161,231,838	17,468,303	90.22	9.78

Resolution required: (~~Ordinary~~/ Special)			4. Issue of equity shares against conversion of a portion of the outstanding amounts due to the Lenders.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No Promoter is interested in the Resolution.					
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	-	30,560,488	100.00	30,560,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	30,560,488	30,560,488	100.00	30,560,488	-	100.00	-
Public- Institutions	E-Voting	-	42,117,513	43.70	42,117,513	-	88.88	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	5,269,818	5.47	5,269,818	-	11.12	-
	Total	96,378,019	47,387,331	49.17	47,387,331	-	100.00	-
Public- Non Institutions	E-Voting	-	60,540,402	11.78	43,066,493	17,473,909	42.73	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	40,229,988	7.83	40,229,668	320	39.93	0.00
	Total	513,865,421	100,770,390	19.61	83,296,161	17,474,229	82.66	17.34
Total		640,803,928	178,718,209	27.89	161,243,980	17,474,229	90.22	9.78



BNP & Associates
Company Secretaries

May 12, 2016

The Chairman
3i Infotech Limited,
Tower # 5, 3rd to 6th Floors,
International Infotech Park,
Vashi, Navi Mumbai 400 703

Dear Sir,

Report of the Scrutinizer in respect of Resolutions proposed vide Postal Ballot Notice dated March 28, 2016

The Board of Directors of **3i Infotech Limited** ("the Company") had in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) sought the consent of Members of the Company for the following Resolutions by means of a Postal Ballot:-

1. Increase in Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company **as an Ordinary Resolution.**

2. Amendment to Articles of Association of the Company **as Special Resolution.**

3. (i) Issue, as part of the proposed restructuring of the outstanding US$ 125,356,000 5 per cent convertible bonds due 2017 (the "5% Bonds") and US$ 2,435,000 4.75 per cent convertible bonds due 2017 (the "4.75% Bonds", and together with the 5% Bonds, the "Existing Bonds"), new foreign currency convertible bonds to the holders of the Existing Bonds in exchange for the Existing Bonds, and
(ii) amend the terms of the outstanding Existing Bonds (to the extent not exchanged) including extension of the maturity and reduction of the rate of interest **as Special Resolution.**

4. Issue of equity shares against conversion of a portion of the outstanding amounts due to the Lenders **as Special Resolution.**

The Company has appointed Mr. Keyoor Bakshi, Partner, BNP & Associates, Company Secretaries or failing him, Mr. Jatin Popat, Partner, BNP & Associates, Company Secretaries as the Scrutinizer for this purpose.

BNP & Associates ★ MUMBAI ★ Company Secretaries

308, Orchid Plaza, Behind Gokul Shopping Centre, Off S. V. Road, Borivli (West), Mumbai - 400092. India.
Tel.: 26839651-52 # Email: info@bnp-associates.com # Website : www.bnp-associates.com

The Notice of Postal Ballot ("the Notice") was sent by e-mail to those Members who had registered their e-mail address with the Company or with their depository participants (DP) and to others through Speed Post/Registered Post/Courier. The dispatch and email of the Notice in physical as well as electronic form along with Postal ballot form and self addressed postage prepaid Business Reply Envelope were completed on 11th April, 2016. For this purpose, March 25, 2016 was fixed as the Cut -off Date.

The Company had made the arrangements with National Securities Depository Limited (NSDL) for providing a system of recording votes of the Members electronically through e-voting. NSDL had accordingly set up the e-Voting facility on its website, https://www.evoting.nsdl.com.The Company had uploaded the Notice dated March 28, 2016 on its website www.3i-infotech.com and www.evoting.nsdl.com. The necessary instructions to be followed by the Members of the Company with regard to voting through physical ballot form and through e-voting had also been duly mentioned in the Notice sent to the Members.

As per Rule 22 of the Rules and Regulation 47 (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an advertisement was published by the Company in Mumbai edition of "Free Press Journal", English newspaper in English language, and "Navshakti", Marathi Newspaper in Marathi language, on 11th April, 2016, informing about the completion of dispatch of the Postal Ballot Notices, by speed post, courier and by email, wherever applicable, to the Members along with other related matters mentioned therein.

I further report that as stated in the Notice sent to the Members, the Company had fixed 6:00 p.m. on May 11, 2016 as the last date for receipt of Postal Ballots Forms and for e-voting.

I report that I have received the Postal Ballot Forms from the Members during the period starting from Tuesday, April 12, 2016 (9:00 a.m.) till Wednesday, May 11, 2016 (6:00 p.m.) (both days inclusive). All the Postal Ballot Forms together with all votes cast through E-voting up to 6:00 P.M., May 11, 2016, being the last date fixed by the Company for receipt of the ballot forms/e-voting, were considered for scrutiny.

The Postal Ballot Forms received after 6.00 p.m. of May 11, 2016 were not considered for scrutiny.

The details provided in the Postal Ballot forms and signature of the Members therein, were verified with the records of the Members maintained by the Company. During the course of scrutiny of Postal Ballot Forms, I have not come across any mutilated Postal Ballot Forms, nor any envelopes without any contents.

BNP & Associates ★ MUMBAI ★ Company Secretaries

The details of e-voting exercised by the Members as also the votes exercised through Postal Ballots Forms were duly compiled.

On scrutiny, I report that 482 Members have exercised their votes through e-Voting and 112 Members have exercised their votes through Postal Ballots Forms out of 164,130 Members of the Company. The details of voting results for the items placed for consideration by the Members is attached as Annexure to this report.

You may accordingly declare the result of the voting conducted through Postal Ballot.

As per the consolidated results of the Postal Ballot, Resolutions 1 to 4 of the Notice are passed with requisite majority.

As per the Notice dated March 28, 2016, the results will be declared at the Registered Office of the Company on Friday, May 13, 2016. The same will also be displayed on the Company's website www.3i-infotech.com and will be communicated to the stock exchanges where the Company's shares are listed.

I further report that as per the Rules, postal ballots and other records maintained by me in connection with the Postal Ballot are in my safe custody which will be handed over to the Company.

Place: Mumbai

BNP & Associates ★ MUMBAI ★ Company Secretaries

(Scrutinizer)
Jatin S. Popat
Partner, BNP & Associates,
Company Secretaries

ANNEXURE

SUMMARY AND RESULTS OF POSTAL BALLOT AND EVOTING OF 3i-INFOTECH LIMITED

Item No.1 - Increase in Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company

Resolution required : Ordinary Resolution
Mode of Voting :Postal Ballot & E-voting

Promoter/Public	Mode of Voting	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 and Promoter Group	E-Voting	-	3,05,60,488	100.00	3,05,60,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3,05,60,488	3,05,60,488	100.00	3,05,60,488	-	100.00	-
Public - Institutional holders	E-Voting	-	4,21,17,513	43.70	4,21,17,513	-	88.88	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	52,69,818	5.47	52,69,818	-	11.12	-
	Total	9,63,78,019	4,73,87,331	49.17	4,73,87,331	-	100.00	-
Public-Others	E-Voting	-	6,05,49,265	11.78	4,30,77,166	1,74,72,099	42.74	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	4,02,32,088	7.83	4,02,31,668	420	39.92	0.00
	Total	51,38,65,421	10,07,81,353	19.61	8,33,08,834	1,74,72,519	82.66	17.34
Total		64,08,03,928	17,87,29,172	27.89	16,12,56,653	1,74,72,519	90.22	9.78



Item No.2 - Amendment to the Articles of Association of the Company

Resolution required : Special Resolution
Mode of Voting :Postal Ballot & E-voting

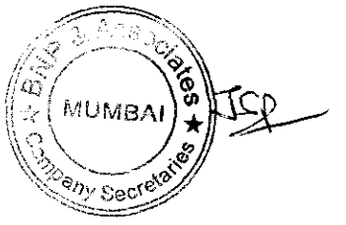
Promoter/Public		No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) ([(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	3,05,60,488	100.00	3,05,60,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3,05,60,488	3,05,60,488	100.00	3,05,60,488	-	100.00	-
Public - Institutional holders	E-Voting	-	4,21,17,513	43.70	4,21,17,513	-	88.88	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	52,69,818	5.47	52,69,818	-	11.12	-
	Total	9,63,78,019	4,73,87,331	49.17	4,73,87,331	-	100.00	-
Public-Others	E-Voting	-	6,05,32,994	11.78	4,30,64,312	1,74,68,682	42.74	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	4,02,30,388	7.83	4,02,30,268	120	39.93	0.00
	Total	51,38,65,421	10,07,63,382	19.61	8,32,94,580	1,74,68,802	82.66	17.34
Total		64,08,03,928	17,87,11,201	27.89	16,12,42,399	1,74,68,802	90.23	9.77

BNP & Associates MUMBAI Company Secretaries

Item No.3 - (i) Issue as part of the proposed restructuing of the outstanding US$ 125,356,000 5 per cent.convertible bonds due 2017 (the "'5% Bonds") and US$ 2,435,000 4.75 per cent. Convertible bonds due 2017 (the "4.75% Bonds", and together with the 5% Bonds, the "Existing Bonds") , new foreign currency convertible bonds to the holders of the Existing Bonds in exchange forthe Existing Bonds, and
(ii) Amend the terms of the outstanding Existing Bonds (to the extent not exchanged) including extension of the maturity and reduction of the rate of interest.

Resolution required : Special Resolution
Mode of Voting :Postal Ballot & E-voting

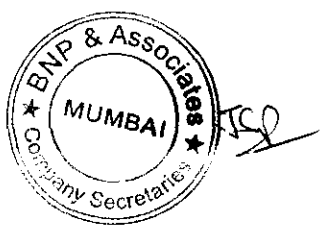
Promoter/Public		No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) ([(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	3,05,60,488	100.00	3,05,60,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3,05,60,488	3,05,60,488	100.00	3,05,60,488	-	100.00	-
Public - Institutional holders	E-Voting	-	4,21,17,513	43.70	4,21,17,513	-	88.88	-
	Poll	-		-	-	-	-	-
	Postal Ballot (if applicable)	-	52,69,818	5.47	52,69,818	-	11.12	-
	Total	9,63,78,019	4,73,87,331	49.17	4,73,87,331	-	100.00	-
Public-Others	E-Voting	-	6,05,22,334	11.78	4,30,54,731	1,74,67,603	42.73	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	4,02,29,988	7.83	4,02,29,288	700	39.93	0.00
	Total	51,38,65,421	10,07,52,322	19.61	8,32,84,019	1,74,68,303	82.66	17.34
Total		64,08,03,928	17,87,00,141	27.89	16,12,31,838	1,74,68,303	90.22	9.78



Item No.4 - Issue of equity shares against conversion of portion of outstanding amounts due to the lenders

Resolution required : Special Resolution
Mode of Voting :Postal Ballot & E-voting

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 and Promoter Group	E-Voting	-	3,05,60,488	100.00	3,05,60,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3,05,60,488	3,05,60,488	100.00	3,05,60,488	-	100.00	-
Public - Institutional holders	E-Voting	-	4,21,17,513	43.70	4,21,17,513	-	88.88	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	52,69,818	5.47	52,69,818	-	11.12	-
	Total	9,63,78,019	4,73,87,331	49.17	4,73,87,331	-	100.00	-
Public-Others	E-Voting	-	6,05,40,402	11.78	4,30,66,493	1,74,73,909	42.74	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	4,02,29,988	7.83	4,02,29,668	320	39.92	0.00
	Total	51,38,65,421	10,07,70,390	19.61	8,32,96,161	1,74,74,229	82.66	17.34
Total		64,08,03,928	17,87,18,209	27.89	16,12,43,980	1,74,74,229	90.22	9.78



3i Infotech®
Innovation • Insight • Integrity

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF 3i INFOTECH LIMITED THROUGH POSTAL BALLOT ON MAY 13, 2016

Increase in Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company

RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**") and applicable rules notified by the Central Government under the Companies Act, the Authorized Share Capital be increased from the existing ₹ 2,955 crore divided into 200 crore equity shares of ₹ 10 each, 20 crore preference shares of ₹ 5 each (Class A preference shares), 150 Crore preference shares of ₹ 5 each (Class B preference shares), 105 Crore preference shares of ₹ 1 each (Class C preference shares) to ₹ 3,155 crore divided into 220 crore equity shares of ₹ 10 each, 20 crore preference shares of ₹ 5 each (Class A preference shares), 150 crore preference shares of ₹ 5 each (Class B preference shares), 105 Crore preference shares of ₹ 1 each (Class C preference shares) and consequently the existing Clause V of the Memorandum of Association of the Company, relating to share capital, be substituted by the following new Clause V."

"**Clause V:**

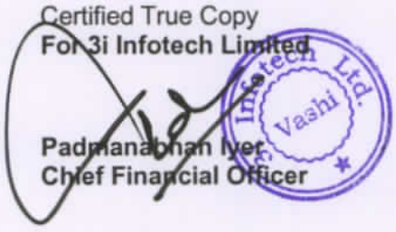
The authorised capital of the Company is ₹ 3,155 crores (Rupees Three Thousand One Hundred Fifty Five crores only) divided into 220 crore (Two Hundred Twenty crore) equity shares of ₹ 10 each, 20 crore (Twenty crore) preference shares of ₹ 5 each (called Class A preference shares), 150 crore (one hundred fifty crore) preference shares of ₹ 5 each (called Class B preference shares) and 105 crore (one hundred five crore) preference shares of ₹ 1 each (called Class C preference shares), with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being, with power to increase and reduce the capital of the Company and to consolidate or sub-divide the shares in the capital for the time being into several classes and to attach thereto, respectively, such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify to abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."



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"RESOLVED FURTHER THAT the board of directors of the Company (the "**Board**") (including any Committee(s) and/ or any of the director(s)/ person(s) authorized by the Board to exercise powers conferred by this resolution to the extent permitted by law) be and is hereby authorized to take all such steps and actions as may be considered necessary or expedient for giving effect to this resolution and to settle any questions that may arise in this regard."

Certified True Copy
For 3i Infotech Limited



Padmanabhan Iyer
Chief Financial Officer

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CERTIFIED COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF 3i INFOTECH LIMITED THROUGH POSTAL BALLOT ON MAY 13, 2016

Amendment to the Articles of Association of the Company

"**RESOLVED THAT** pursuant to the provisions of section 14 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 and subject to any other laws and regulations, as may be applicable, the existing Article 5 of the Articles of Association of the Company be substituted by the following new Article 5:

"5. *The authorised capital of the Company is ₹ 3,155 crores (Rupees three thousand one hundred fifty five crores only) divided into 220 crore (two hundred and twenty crore) equity shares of ₹ 10 each, 20 crore (twenty crore) preference shares of ₹5 each (called Class A preference shares), 150 crore (one hundred fifty crore) preference shares of ₹5 each (called Class B preference shares) and 105 Crore (one hundred five crore) preference shares of ₹ 1 each (called Class C preference shares).*"

Certified True Copy
For 3i Infotech Limited

Padmanabhan Iyer
Chief Financial Officer

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(i) Issue, as part of the proposed restructuring of the outstanding US$ 125,356,000 5 per cent convertible bonds due 2017 (the "5% Bonds") and US$ 2,435,000 4.75 per cent convertible bonds due 2017 (the "4.75% Bonds", and together with the 5% Bonds, the "Existing Bonds"), new foreign currency convertible bonds to the holders of the Existing Bonds in exchange for the Existing Bonds, and

(ii) amend the terms of the outstanding Existing Bonds (to the extent not exchanged) including extension of the maturity and reduction of the rate of interest.

"**RESOLVED THAT** in supersession of the resolution passed through postal ballot on March 18, 2016 and pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (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 Any Foreign Security) Regulations, 2004, as amended, the Foreign Exchange Management (Borrowing or Lending in Foreign Exchange) Regulations, 2000, 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, 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 Master Circular on External Commercial Borrowings and Trade Credits dated July 1, 2015, as amended, the External Commercial Borrowings (ECB) Policy – Revised Framework dated November 30, 2015, the Master Direction - External Commercial Borrowings, Trade Credit, Borrowing and Lending in Foreign Currency by Authorised Dealers and Persons other than Authorised Dealers dated January 1,



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2016, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the listing agreements entered into by the Company with 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 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), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of foreign currency convertible bonds, which are convertible into Equity Shares (collectively the "**New Bonds**"), and such number of Equity Shares upon conversion of the principal amount of (i) the New Bonds, and (ii) the outstanding US$ 125,356,000 5 per cent convertible bonds due 2017 (the "**5% Bonds**") and US$ 2,435,000 4.75 per cent convertible bonds due 2017 (the "**4.75% Bonds**", and together with the 5% Bonds, the "**Existing Bonds**") (to the extent not exchanged and as amended pursuant to the proposed restructuring), each in one or more tranches, to eligible persons (the "**Investors**") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹ 3,500 million or equivalent thereof, in one or more foreign currency and/or Indian Rupees, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to issue and allot considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency or equivalent Indian Rupees, as the Board at its absolute discretion may deem fit and appropriate ."

"**RESOLVED FURTHER THAT** the issue to the holders of the New Bonds and the Existing Bonds (as amended pursuant to the proposed restructuring) shall be, *inter alia*, subject to the following terms and conditions:



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(a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;

(b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the New Bonds at the same price at which the same are offered to the existing shareholders;

(c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

(d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the New Bonds into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made."

"**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions, the Equity Shares (upon conversion of the New Bonds and the Existing Bonds (as amended pursuant to the proposed restructuring)) to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company."

"**RESOLVED FURTHER THAT** the conversion price for the New Bonds shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depositary Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance and RBI, the relevant date for which shall be the date of the meeting in which the Board decides to open the issue of such New Bonds."

"**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may

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be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the New Bonds may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional New Bonds and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such New Bonds that are not subscribed."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the New Bonds and the Equity Shares (upon conversion of the New Bonds and the Existing Bonds (as amended pursuant to the proposed restructuring)) are to be issued and allotted, number of New Bonds and the Equity Shares (upon conversion of the New Bonds and the Existing Bonds (as amended pursuant to the proposed restructuring)) to be allotted, issue price, face value, premium amount on issue/conversion of the New Bonds and the Existing Bonds (as amended pursuant to the proposed restructuring), if any, rate of interest, execution of various transaction documents, in respect of any New Bonds and the Equity Shares (upon conversion of the New Bonds and the Existing Bonds (as amended pursuant to the proposed restructuring)), as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of New Bonds and the Equity Shares (upon conversion of the New Bonds and the Existing Bonds (as amended pursuant to the proposed restructuring)) and utilization of the issue proceeds as it 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 the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"**RESOLVED FURTHER THAT** the Board or any other Committee thereof be and is hereby authorized to engage / appoint the Lead Managers, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such



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agencies as may be involved or concerned in such offerings of New Bonds and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such New Bonds on one or more national and/or international stock exchange(s)."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of (i) New Bonds, and (ii) the Existing Bonds (as amended pursuant to the proposed restructuring), or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking *pari passu* with the existing Equity Shares of the Company in all respects."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary /Chief Financial Officer or other persons authorized by the Board for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of (i) the New Bonds and the Existing Bonds (as amended pursuant to the proposed restructuring)), and (ii) the Equity Shares (upon conversion of the New Bonds and the Existing Bonds (as amended pursuant to the proposed restructuring))."

Certified True Copy
For 3i Infotech Limited

Padmanabhan Iyer
Chief Financial Officer

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CERTIFIED COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF 3i INFOTECH LIMITED THROUGH POSTAL BALLOT ON MAY 13, 2016

Issue of equity shares against conversion of a portion of the outstanding amounts due to the 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"), 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 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 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), and in partial modification to the approval granted by shareholders vide postal ballot Notice dated February 5, 2016, the consent, authority and approval of the Company be and is hereby accorded to the Board to



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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 to implement the terms of DRS, including any deviations thereto approved by relevant authorities, upto 21.24 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, 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 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 authorized 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

Padmanabhan Iyer
Chief Financial Officer

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