

December 13, 2017

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

NSE Symbol: 3IINFOTECH

Dear Sir/Ma'am,

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 Resolution through Postal Ballot for issue of Equity Shares to Srei Multiple Asset Investment Trust against conversion of a portion of outstanding debt.

Voting on the Postal Ballot has concluded on December 11, 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 December 13, 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 Special Resolution as passed with 99.86% majority.

In this regard, please find enclosed herewith the following:

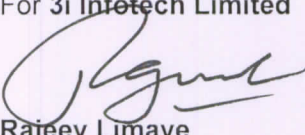
1. Results of voting for Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Scrutinizer's Report dated December 13, 2017 and
3. Certified copy of the resolutions passed by the Shareholders through Postal Ballot.

Request you to take this on record.

Thanking you

Yours faithfully,

For **3i Infotech Limited**


Rajeev Limaye
Company Secretary



Encl: As above

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 8098
www.3i-infotech.com

Date of the Postal Ballot Results	December 13, 2017
Total number of shareholders on record date	155,103
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)			Issue of Equity Shares to Srei Multiple Asset Investment Trust against conversion of a portion of outstanding debt					
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	-	16,72,46,546	22.98	16,72,46,546	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	72,77,30,595	16,72,46,546	22.98	16,72,46,546	-	100.00	-
Public- Non Institutions	E-Voting	-	4,48,66,467	7.41	4,45,74,862	291,605	98.32	0.64
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	470,079	0.08	465,967	4,112	1.03	0.01
	Total	60,53,57,072	4,53,36,546	7.49	4,50,40,829	295,717	99.35	0.65
Total		1,333,087,667	21,25,83,092	15.95	21,22,87,375	295,717	99.86	0.14



Details of Invalid Votes		
Category	No. of Votes	No. of Shares
Promoter & Promoter Group	Nil	Nil
Public Institutions	Nil	Nil
Publi - Non Institutions	22	61,565



The Chairman

December 13, 2017

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

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 October 14, 2017, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Resolution as circulated in the Postal Ballot Notice dated October 14, 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 November 11, 2017. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as



of October 13, 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 October 14, 2017 as per the items mentioned hereunder.

S. No.	Type of Resolutions	Description of the resolutions
1.	<u>As a Special Resolution</u> Issue of Equity Share to Srei Multiple Asset Investment Trust against conversion of a portion of outstanding debt.	As per Item No. 1 of the Postal Ballot Notice dated October 14, 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 35,965 by Courier and 9,723 by Registered/Speed Post in physical form and 58 cases by Air Mail. 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 Monday December 11, 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 1,09,357 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 October 13, 2017 (cut-off date).

As per the information provided by the Service Provider, out of the 109357 emails sent 3251 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 / Air Mail. I further report that as stated in the Postal Ballot Notice sent to the shareholders, the Company has fixed 6:00 pm on Monday December 11, 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 November 11, 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 November 30, 2017 to the Postal Ballot Notice. The Corrigendum concerns correction of an error in the explanatory statement to Item No. 1 in the Postal Ballot Notice wherein on page number 6 under point number (i), percentage figure has been inadvertently mentioned as "19.80%" and the correct figure is "16.53%". The sentence should be read as under, 'After the Preferential Issue, Srei Multiple Asset Investment Trust may hold 16.53% of the paid-up equity share capital of the Company.' The error is not material in nature. The same has been published in the editions dated December 1, 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.



Additionally, the Corrigendum also sent via electronic mode by 3i Infotech, the Company on December 1, 2017 and NSDL, the Service provider on November 30, 2017 to 1,09,357 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 October 13, 2017 (cut-off date). The Corrigendum was also dispatched to the shareholders numbering to 38,946 by Courier and 6,746 by Registered/Speed Post and 54 cases by Air Mail in physical form. There were 5526 bounced email instances for the emails sent by NSDL towards communicating the Corrigendum to the shareholder, against which also physical dispatch was completed on December 8, 2017 (4,195 by Courier, 1,315 by Registered/Speed Post and 16 by Air Mail).

I report that I have received the Postal Ballot forms from the shareholders during the period starting from Sunday, November 12, 2017 till Monday, December 11, 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 Monday December 11, 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 783 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 Monday, December 11, 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 Ms. Rishi Jaiswal. 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 and have been duly scrutinized.

On scrutiny, I report that out of 155103 shareholders holding shares as on the cut-off date, 563 Shareholders have exercised their vote through e-Voting and 315 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:

RESOLUTION:

Item No. 1

Issue of Equity Shares to Srei Multiple Asset Investment Trust against conversion of a portion of outstanding debt

To consider and if thought fit, to pass the following resolution as a Special Resolution:



RESOLVED THAT in supersession of the resolution dated December 07, 2016 passed by the Shareholders of the Company and 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 ("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 ("GOI"), Reserve Bank of India ("RBI"), and Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (if any), 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 Takeover) 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 the CDR Empowered Group, RBI and concerned statutory and other authorities, if any, 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), consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot to Srei Multiple Asset Investment Trust (on behalf of or for appropriation to Vision India Fund) a category II alternative investment fund within the meaning of the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, on a preferential basis to implement the terms of Debt Realignment Scheme, including any deviations thereto approved by relevant authorities, 26,39,09,361 equity shares of the Company of face value of Rs 10/- each (the "Equity Shares") at a price of Rs 10/- per Equity Share as detailed in the explanatory statement and 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").

FURTHER RESOLVED THAT the "relevant date" for the purpose of calculating the price of the Equity Shares for the purposes of the Preferential Issue is April 27, 2016 i.e. date of approval of Debt Realignment Scheme by CDR Empowered Group in accordance with provisions of Chapter VII of the SEBI Regulations read with the Companies Act, 2013.

FURTHER RESOLVED THAT the Equity Shares to be issued and allotted on a 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.

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

FURTHER RESOLVED THAT the number of Equity Shares to be issued and allotted shall be subject to reconciliation between Srei Multiple Asset Investment Trust and the Company.

FURTHER RESOLVED 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 Srei Multiple Asset Investment Trust, as it may deem expedient.

FURTHER RESOLVED 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, offer letter and enter into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential 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.

FURTHER RESOLVED 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, offer letter, 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	1,55,103		
Total No. of Shares	133,30,87,667		
Receipt of Postal Ballot Forms	From November 12, 2017 till December 11, 2017		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	563	212113013
Total Votes Cast through Postal Ballot Forms Received	B	315	531644
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	878	212644657
Less: Invalid e-Voting/ Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated/abstained)	D	22	61565
Net e-Voting/ Postal Ballot Forms (C-D)	E	856	212583092

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 NIL cases where the shareholder has voted both through Postal Ballot as well as through e-Voting.

Summary of Postal Ballot



Promoter / Public	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	0	0	0	0	0	0	0
Public-Institutional holders	72,77,30,595	167,246,546	22.98	167,246,546	0	100.00	0
Public-others #	60,53,57,072	45,336,546	7.49	45,040,829	2,95,717	99.35	0.65
Total	133,30,87,667	212,583,092	15.95	212,287,375	2,95,717	99.86	0.14

Percentage of votes cast in favour : 99.86 % : Percentage of votes cast against: 0.14%

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 December 11, 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 October 14, 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 December 13, 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

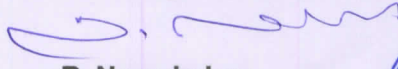


particulars of the shareholders such as the name, folio number / DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over 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 Ballot.

Thanking You

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


B. Narasimhan
Partner
FCS No. 1303
COP No. 10440



Place: Mumbai

Dated: December 13, 2017

The following were the witnesses to the unblocking of e-voting, on 11th December 2017, on closure of e-voting period.

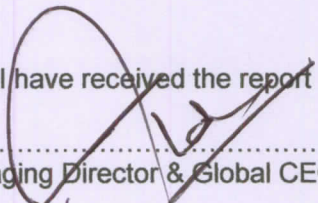
1. Ms. Navneet Bathla

2. Ms. Rishi Jaiswal

Signature

Signature

I say I have received the report


.....
Managing Director & Global CEO

Place:

Vashi

Date

December 13, 2017

CERTIFIED COPY OF THE RESOLUTIONS DEEMED TO BE PASSED BY THE MEMBERS OF 3i INFOTECH LIMITED THROUGH POSTAL BALLOT ON DECEMBER 11, 2017, RESULTS OF WHICH WERE DECLARED ON DECEMBER 13, 2017

Issue of Equity Shares to Srei Multiple Asset Investment Trust against conversion of a portion of outstanding debt

"RESOLVED THAT in supersession of the resolution dated December 07, 2016 passed by the Shareholders of the Company and 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 ("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 ("GOI"), Reserve Bank of India ("RBI"), and Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (if any), 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 Takeover) 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 the CDR Empowered Group, RBI and concerned statutory and other authorities, if any, 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), consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot to Srei Multiple Asset Investment Trust (on behalf of or for appropriation to Vision India Fund) a category II alternative investment fund within the meaning of the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, on a preferential basis to implement the terms of Debt Realignment Scheme, including any deviations thereto approved by relevant authorities, 26,39,09,361 equity shares of the Company of face value of ₹10/- each (the "Equity Shares") at a price of ₹10/- per Equity Share as detailed in the explanatory statement and 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").

FURTHER RESOLVED THAT the "relevant date" for the purpose of calculating the price of the Equity Shares for the purposes of the Preferential Issue is April 27, 2016 i.e. date of approval of Debt Realignment Scheme by CDR Empowered Group in accordance with provisions of Chapter VII of the SEBI Regulations read with the Companies Act, 2013.

FURTHER RESOLVED THAT the Equity Shares to be issued and allotted on a 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.

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

FURTHER RESOLVED THAT the number of Equity Shares to be issued and allotted shall be subject to reconciliation between Srei Multiple Asset Investment Trust and the Company.

FURTHER RESOLVED 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

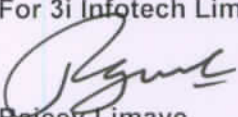


vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue to Srei Multiple Asset Investment Trust, as it may deem expedient.

FURTHER RESOLVED 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, offer letter and enter into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential 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.

FURTHER RESOLVED 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, offer letter, 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

