

March 18, 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. Authorisation for restructuring of the Company's debts;
2. Issue of equity shares against conversion of a portion of the outstanding amounts due to the Debt Realignment Scheme (DRS) Lenders;
3. Issue of non convertible redeemable preference shares against conversion of a portion of the outstanding amounts due to the DRS Lenders;
4. (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 conversion price;
5. Increase in Authorised Share Capital and Amendment to Memorandum of Association of the Company and
6. Amendment to Articles of Association of the Company.

Mr. Jatin Popat, Partner, BNP & Associates, the Scrutinizer appointed for this purpose has submitted his report dated March 17, 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)

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Resolution No.	Resolution Type	Passed with Percentage (%) Majority
1	Special	79.85
2	Special	79.80
3	Special	79.79
4	Special	79.81
5	Ordinary	79.80
6	Special	79.78

In this regard, please find enclosed herewith the following-

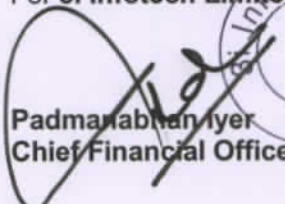
1. Results of voting for Postal Ballot as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
2. Certified copy of the resolutions passed by Postal Ballot on March 18, 2016.

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

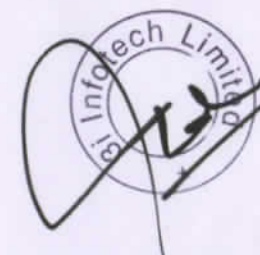
Date of the Postal Ballot Results	18-March-2016
Total number of shareholders on record date	164,559
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A

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

Resolution required: (Ordinary/ Special)			1. Authorisation for restructuring of the Company's debts					
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	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	99,604,290	-	-	-	-	-	-
Public- Non Institutions	E-Voting	-	48,047,204	9.41	29,765,488	18,281,716	49.27	30.26
	Poll	-	-	-	-	50,818	-	-
	Postal Ballot (if applicable)	-	12,361,778	2.42	12,310,960	-	20.38	0.08
	Total	510,639,150	60,408,982	11.83	42,076,446	18,332,534	69.65	30.35
Total		640,803,928	90,969,470	14.20	72,636,936	18,332,534	79.85	20.15



Resolution required: (Ordinary/ Special)			2. Issue of equity shares against conversion of a portion of the outstanding amounts due to the Debt Realignment Scheme (DRS) 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	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	99,604,290	-	-	-	-	-	-
Public- Non Institutions	E-Voting	-	48,046,934	9.41	29,725,205	18,321,729	32.68	20.14
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	12,352,610	2.42	12,301,790	50,820	0.08	0.06
	Total	510,639,150	60,399,544	11.83	42,026,995	18,372,549	32.76	20.20
Total		640,803,928	90,960,032	14.19	72,587,483	18,372,549	79.80	20.20



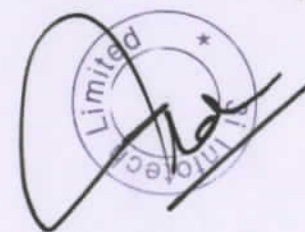
Resolution required: (Ordinary/ Special)			3. Issue of non convertible redeemable preference shares against conversion of a portion of the outstanding amounts due to the DRS Lenders					
Whether promoter/ promoter group are interested in the agenda/resolution?			No Promoter is interested in the Resolution.					
Category	Mode of Voting	No. of shares held	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	-	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	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	99,604,290	-	-	-	-	-	-
Public- Non Institutions	E-Voting	-	48,028,829	9.41	29,702,516	18,326,313	49.19	30.35
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	12,352,610	2.42	12,301,790	50,820	20.37	0.41
	Total	510,639,150	60,381,439	11.82	42,004,306	18,377,133	69.56	30.76
Total		640,803,928	90,941,927	14.19	72,564,794	18,377,133	79.79	20.21



Resolution required: (Ordinary/ Special)			4. (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 conversion price;					
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	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	-	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	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	99,604,290	-	-	-	-	-	-
Public- Non Institutions	E-Voting	-	48,013,027	9.40	29,706,353	18,306,674	49.21	38.13
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	12,352,610	2.42	12,301,792	50,818	20.38	0.08
	Total	510,639,150	60,365,637	11.82	42,008,145	18,357,492	69.59	38.21
Total		640,803,928	90,926,125	14.19	72,568,633	18,357,492	79.81	20.19



Resolution required: (Ordinary/ Special)			5. Increase in Authorised Share Capital and Amendment to 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	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	-	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	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	99,604,290	-	-	-	-	-	-
Public- Non Institutions	E-Voting	-	48,046,754	9.41	29,722,924	18,323,830	49.21	30.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	12,352,610	2.42	12,301,792	50,818	20.37	0.08
	Total	510,639,150	60,399,364	11.83	42,024,716	18,374,648	69.58	30.42
Total		640,803,928	90,959,852	14.19	72,585,204	18,374,648	79.80	20.20



Resolution required: (Ordinary/ Special)			6. Amendment to 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	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	99,604,290	-	-	-	-	-	-
Public- Non Institutions	E-Voting	-	48,022,098	9.40	29,690,209	18,331,889	49.18	30.36
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	12,352,608	2.42	12,301,790	50,818	20.38	0.08
	Total	510,639,150	60,374,706	11.82	41,991,999	18,382,707	69.55	30.45
Total		640,803,928	90,935,194	14.19	72,552,487	18,382,707	79.78	20.22



3i Infotech Limited

**CERTIFIED COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF
3i INFOTECH LIMITED THROUGH POSTAL BALLOT ON MARCH 18, 2016**

Authorisation for restructuring of the Company's debts

RESOLVED THAT subject to 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, 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, and rules and regulations made thereunder and in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depositary Receipt Mechanism) Scheme, 1993, 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, 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 and 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 (including but not limited to SEBI, the Joint Lenders' Forum / Corporate Debt Restructuring – Empowered Group, Government of India) 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)/Person(s) authorized by

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the Board to exercise powers conferred by this Resolution to the extent permitted by law), the Company do hereby approve the terms of Debt Realignment Scheme (the "DRS") in relation to restructuring of the debts of the Company owed 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") and the proposal to restructure the outstanding foreign currency convertible bonds through consent solicitation process to seek the approval of the holders of the outstanding foreign currency convertible bonds (the "FCCB") and do hereby accord the consent, authority and approval to the Board to implement the terms of the Debt Realignment Scheme including any amendments thereto and the FCCB Restructuring and to discuss, negotiate, finalise, accept and execute necessary documents in terms of the Debt Realignment Scheme including but not limited to the realignment agreement, loan agreements, indenture of mortgage, equitable mortgage / deed of hypothecation, deed of pledge, guarantees and/or any other documents, deeds, writings and power of attorney as may be required by the lenders participating in the DRS (the "Transaction Documents"), and also to discuss, negotiate and finalise the terms of such Transaction Documents and to finalise, discuss and negotiate the terms of restructuring of debt of DRS Lenders, as per the terms set out in the DRS and as may be agreed between the respective parties and execute the necessary documents for the same."

Certified True Copy

For 3i Infotech Limited


Padmanabhan Iyer
Chief Financial Officer

3i Infotech Limited

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3i INFOTECH LIMITED THROUGH POSTAL BALLOT ON MARCH 18, 2016**

**Issue of equity shares against conversion of a portion of the outstanding
amounts due to the DRS 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), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot to all the lenders of the Company including the lenders of the Company's subsidiaries and

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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, 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"**)."

"RESOLVED FURTHER THAT if any DRS Lender(s) is/are not in the position to subscribe to Equity Shares due to regulatory constraints or otherwise, then it/they shall have the option to choose a suitable structure such that the total equity conversion proposed by the Company remains unchanged while complying with the regulatory constraint or then it/they shall have the option to subscribe to equivalent value of non-convertible redeemable preference shares, subject to necessary approvals."

"RESOLVED FURTHER THAT the "relevant date" for the purpose of calculating the price of the Equity Shares for the purposes of the Preferential Issue is the date of the Meeting of the Corporate Debt Restructuring (CDR) empowered group and the floor price of the Equity shares to be issued and allotted through the Preferential Issue shall be ₹10/- per equity shares as 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 *paripassu* 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 DRS 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 the DRS 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

Padmanabhan Iyer
Chief Financial Officer



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**Issue of non convertible redeemable preference shares against conversion of a
portion of the outstanding amounts due to the DRS Lenders**

"RESOLVED THAT subject to the provisions of Section 42, Section 62 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, 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 offer, issue and allot, non convertible redeemable preference shares of face value of ₹ 5/- each, redeemable on March 15, 2026 (subject to the terms of early redemption, as agreed) and such preference shares would carry a dividend of 0.10% per annum ("**Class B Preference Shares**"), against the conversion of part of certain outstanding credit facilities granted by all the lenders of the Company including the lenders of the



Company's subsidiaries and lenders of facilities guaranteed by the Company and lessors (hereinafter referred to as the "**DRS Lenders**"), including interest (outstanding and accrued) provided the total number of Class B Preference Shares to be issued shall be upto 150 Crore shares of ₹ 5 (*five*) each, provided that if any DRS Lender(s) is/are not in the position to subscribe to the aforesaid Class B Preference Shares or Equity Shares due to regulatory constraints or otherwise, then it/they shall have the option to subscribe to the non convertible redeemable preference shares of face value of ₹ 1/- each with premium of ₹ 4/- each, redeemable on March 15, 2026 (subject to any early redemption in accordance with the terms of the issue) alongwith the premium amount and such preference shares would carry a dividend of 0.10% per annum ("**Class C Preference Shares**") provided the total number of Class C Preference Shares to be issued shall be upto 105 Crore shares of ₹ 1 (*one*) each, provided that the Company is in receipt of necessary approvals for such issue of Preference Shares".

"RESOLVED FURTHER THAT the aforesaid preference shares (Class B Preference Shares and Class C Preference Shares) shall (i) except as provided under the Companies Act, not carry any voting rights; (ii) not be eligible to participate in any surplus fund and/or surplus assets and profits remaining after repayment of the entire capital in the event of winding up of the company; (iii) be cumulative in nature for payment of dividend; (iv) have priority in payment of dividend and repayment of capital vis-a-vis equity shares; (v) not be convertible into equity shares of the Company; and (vi) have the same rights including pari-passu rights on redemption reserve."

"RESOLVED FURTHER THAT the number of non convertible redeemable preference shares to be issued and allotted shall be subject to reconciliation between the DRS Lenders and the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of non convertible redeemable preference shares as contemplated above and for the purpose of giving effect to this issue and allotment of non convertible redeemable preference shares, to do all such

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acts, deeds, matters and things as it may at its absolute discretion deem necessary or appropriate for such purpose."

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For 3i Infotech Limited


Padmanabhan Iyer
Chief Financial Officer



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**CERTIFIED COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF
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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 conversion price.

"RESOLVED THAT 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 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

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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 the New Bonds and Existing Bonds (as amended pursuant to the proposed restructuring) outstanding, 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 ₹ 3000 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 allotment 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:

(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

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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 subject to the approval of RBI, the conversion price for the New Bonds and the amended Existing Bonds shall be ₹ 10 per Equity Share or the 'floor price' as determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository 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 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

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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 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 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)."

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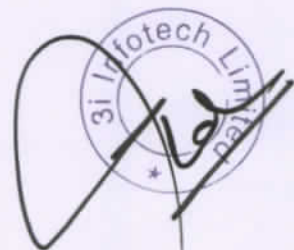
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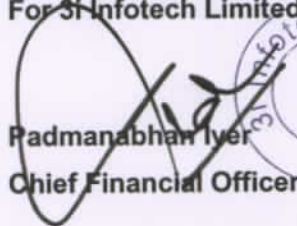
A circular stamp with the text "3i Infotech Limited" around the perimeter and a star in the center. Overlaid on the stamp is a large, stylized handwritten signature.

"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 the New Bonds and the Equity Shares (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 MARCH 18, 2016**

**Increase in Authorised Share Capital and 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 of the Company be increased from the existing ₹ 1200,00,00,000 (Rupees One Thousand Two Hundred Crores only) divided into 110,00,00,000 (One Hundred Ten Crore) equity shares of ₹10/- each and 20,00,00,000 (Twenty Crore) preference shares of ₹ 5/- each to ₹ 2955 Crores (Rupees Two Thousand Nine Hundred Fifty Five Crores only) divided into 200 Crore (Two Hundred Crore) equity shares of ₹ 10/- each, 20 Crore (Twenty Crore) preference shares of ₹ 5/- each (Class A Preference Shares), 150 Crore (One Hundred Fifty Crore) preference shares of ₹ 5/- each (Class B Preference Shares), 105 Crore (One Hundred Five 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 ₹ 2955 Crores (Rupees Two Thousand Nine Hundred Fifty Five Crores only) divided into 200 Crore (Two Hundred 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

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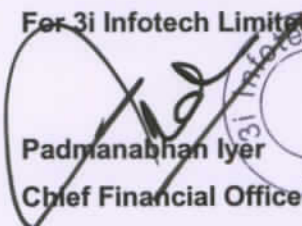


such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee(s) and/or any of the Director(s)/Person(s) authorized by the Board of Directors of the Company to exercise powers conferred by this Resolution to the extent permitted by law) be and is are 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 MARCH 18, 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, applicable rules notified by the Central Government under the Companies Act and subject to any other laws and regulations, as may be applicable, 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 ₹ 2955 Crores (Rupees Two Thousand Nine Hundred Fifty Five Crores only) divided into 200 Crore (Two Hundred Crore) equity shares of ₹ 10/- each, 20 Crore (Twenty Crore) preference shares of ₹ 5/- each (called Class A Preference Shares), 150 Crore (One Hundred and 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)."

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For 3i Infotech Limited


Padmanabhan Iyer
Chief Financial Officer



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