3i Infotech®
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June 2, 2015

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 Clause 35A of the Listing Agreement

The Company had sought approval of the Shareholders through Postal Ballot for the following items:

1. Allotment of equity shares on a preferential basis and
2. Conversion of loans into equity shares.

Mr. Keyoor Bakshi, Partner, BNP & Associates, the Scrutinizer appointed for this purpose has submitted his report dated June 1, 2015. The Chairman of the Board, upon perusal of the report, has declared the said Resolutions as passed as per details hereunder-

Resolution No.	Resolution Type	Passed with Percentage (%) Majority
1	Special	99.72
2	Special	99.80

In this regard, please find enclosed herewith the following-

1. Results of voting for Postal Ballot as per Clause 35A of the Listing Agreement,
2. Certified copy of the resolutions passed by Postal Ballot as declared by the Chairman on June 2, 2015.

Request you to take this on record.

Thanking you

Yours faithfully,

For **3i Infotech Limited**

3i Infotech Ltd.

Ninad Kelkar
Company Secretary

3i Infotech Limited
CIN : L67120MH1993PLC074411
Tower #5, 3rd to 6th Floor
International Infotech Park
Vashi, Navi Mumbai 400 703, India.
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Fax : (+91 - 22) 6792 8098
www.3i-infotech.com

3i Infotech Limited
Corporate Identification Number (CIN): L67120MH1993PLC074411

Registered Office: Tower # 5, 3rd to 6th Floors, International Infotech Park,
Vashi, Navi Mumbai - 400 703
Tel No: (91-22) 6792 8000 Fax No: (91-22) 6792 8098

E-mail:investors@3i-infotech.com Website: www.3i-infotech.com

Results of Postal Ballot as declared on June 2, 2015 (Pursuant to Clause 35A of the Listing Agreement)

Resolution No.1- Allotment of equity shares on a preferential basis (passed as a Special Resolution)

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	3,90,36,190	3,90,36,190	100.00	3,90,36,190	-	100.00	-
Public - Institutional holders	20,26,24,750	11,28,83,483	55.71	11,28,83,483	-	100.00	-
Public-Others	36,39,27,710	1,03,47,454	2.84	98,86,340	461,114	95.54	4.46
Total	**60,55,88,650**	**16,22,67,127**	**26.79**	**16,18,06,013**	**4,61,114**	**99.72**	**0.28**

3i Infotech Ltd.

Resolution No.2- Conversion of loans into equity shares (passed as a Special Resolution)

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	3,90,36,190	39,036,190	100.00	39,036,190	-	100.00	-
Public - Institutional holders	20,26,24,750	11,28,83,483	55.71	11,28,83,483	-	100.00	-
Public-Others	36,39,27,710	1,04,74,733	2.88	1,01,44,849	3,29,884	96.85	3.15
Total	**60,55,88,650**	**16,23,94,406**	**26.82**	**16,20,64,522**	**3,29,884**	**99.80**	**0.20**



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CERTIFIED COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF 3i INFOTECH LIMITED THROUGH POSTAL BALLOT AS DECLARED BY THE CHAIRMAN ON JUNE 2, 2015

Allotment of equity shares on a preferential basis

RESOLVED that subject to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (along with the rules provided thereunder), including any modifications thereto or any re-enactment thereof, the regulations/guidelines, if any, issued/prescribed by the Government of India, Securities and Exchange Board of India (SEBI) (including the provisions of Chapter VII and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the "SEBI Regulations")) and the Reserve Bank of India and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the respective stock exchanges where the equity shares of the Company are listed and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals of relevant statutory/government authorities as may be required, the consent, authority and approval of the Company be and is hereby accorded to 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) to offer, issue and allot, in terms of the Master Restructuring Agreement dated March 30, 2012 and any amendments made thereto ("MRA"), the Letter of Approval dated March 29, 2012 issued by the Corporate Debt Restructuring Cell ("CDR Package") and the Deed of Accession dated January 2, 2015, fully paid-up equity shares of face value of ₹10/- each against the conversion of part of certain outstanding credit facilities granted by DBS Bank Limited ("DBS") (in its capacity as a CDR Lender), including interest (outstanding and accrued) (in one or more tranches) at a price of ₹19.74/- each, provided the total number of equity shares to be issued shall be upto 1,69,70,618 equity shares of ₹10/- each.

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RESOLVED further that the equity shares to be issued and allotted on a preferential basis as aforesaid shall rank pari passu in all respects interse and with the existing equity shares of the Company.

RESOLVED further that the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of equity shares as contemplated above and for the purpose of giving effect to this offer, issue and allotment of equity shares, to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or appropriate for such purpose.

Certified True Copy

For 3i Infotech Limited

Ninad Kelkar

Company Secretary

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Conversion of loans into equity shares

RESOLVED that pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules prescribed thereunder, including any modifications thereto or any re-enactment thereof, 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 the Board to exercise powers conferred by this Resolution to the extent permitted by law) be and is hereby authorized to issue and allot such number of equity shares of face value of ₹10/- each against conversion of the outstanding amounts of the loan facilities provided by DBS Bank Limited ("DBS") in accordance with the terms of the Master Restructuring Agreement dated March 30, 2012 and any amendments made thereto ("MRA"), the Letter of Approval dated March 29, 2012 issued by the Corporate Debt Restructuring Cell (the "CDR Package") and the Deed of Accession dated January 2, 2015, provided that the issuance and allotment of equity shares shall not exceed the amount of principal and interest outstanding as on the date of default, on the exercise by DBS (in its capacity as a CDR lender) of the option to convert whole or part of their loans, subject to a notice of at least 30 (thirty) days from DBS (in its capacity as a CDR lender) to the Company (hereinafter referred to as the "Notice of Conversion"). The conversion by DBS shall be in accordance with the following conditions:

i) On receipt of the Notice of Conversion, the Company shall issue and allot the requisite number of fully paid-up equity shares to DBS and DBS shall accept the same in satisfaction of its loans so converted, as envisaged under the CDR Package;

ii) The part of the said loans so converted shall cease to carry interest as from the date of conversion and the said loans shall correspondingly stand reduced. Upon such conversion, the repayment installments payable after the date of conversion as per the CDR Package shall stand reduced proportionately by the amounts of the said loans so converted;

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iii) The equity shares so allotted and issued to DBS shall rank pari passu inter se and with the existing equity shares of the Company in all respects, inter alia, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company and

iv) In the event DBS exercises the conversion right as aforesaid, the Company shall, at its cost, apply to the stock exchanges, where the equity shares of the Company are listed, for the listing of the equity shares issued to DBS as a result of the conversion.

Certified True Copy

For 3i Infotech Limited

N.P.K

Ninad Kelkar

Company Secretary

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