



September 28, 2015

The Manager,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400 051.

NSE Symbol: 3IINFOTECH

Sub: Annual General Meeting (AGM) of the Company held on September 23, 2015

Re: Clause 31(d) of Listing Agreement

Dear Sir,

Pursuant to provisions of Clause 31 (d) of the Listing Agreement, please find enclosed the proceedings of the 22nd Annual General Meeting of the Company held on Wednesday, September 23, 2015 at Arya Samaj Hall, Plot No.6, Sector 9A, Vashi, Navi Mumbai- 400 703.

Thanking you,

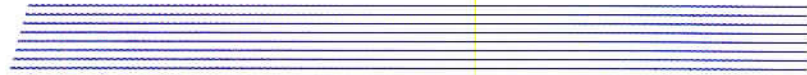
Yours faithfully,

For 3i Infotech Limited


Ninad Kelkar
Company Secretary



Encl: - As above



**PROCEEDINGS OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE
COMPANY HELD ON WEDNESDAY, SEPTEMBER 23, 2015 AT 4.00 P.M. AT ARYA
SAMAJ HALL, PLOT NO. 6, SECTOR 9A, VASHI, NAVI MUMBAI - 400 703**

The 22nd Annual General Meeting of the Members of 3i Infotech Limited was held on Wednesday, September 23, 2015 at 4:00 p.m. at Arya Samaj Hall, Plot No. 6, Sector 9A, Vashi, Navi Mumbai- 400 703.

Total 66 Members were personally present in the Meeting. There were no proxies.

Apart from Members, the following Directors, Statutory Auditor and Mr. Ninad Kelkar, Company Secretary of the Company were present at the Meeting:

Mr. Hoshang N. Sinor, Chairman;

Mr. Ashok Shah, Chairman- Nomination and Remuneration Committee & Stakeholders' Relationship Committee;

Ms. Sarojini Dikhale, Director & Chairman- Corporate Social Responsibility Committee;

Mr. Shantanu Prasad, Nominee Director- IDBI Bank Limited;

Dr. Shashank Desai, Chairman - Audit Committee and

Mr. Madhivanan Balakrishnan, Managing Director & Global CEO

Mr. Hoshang N. Sinor, Chairman took the chair and welcomed the Members to the 22nd Annual General Meeting of the Company.

After ascertaining that the requisite quorum for the Meeting as per the provisions of Companies Act, 2013 ("the Act") was present, the Chairman declared the meeting validly convened. He informed the Members that the proceedings of the AGM would be carried out as per the requirements of the Act.

With the unanimous consent of the Members present at the Meeting, the Notice convening the Meeting was taken as read. Mr. Ninad Kelkar, Company Secretary, read the Auditor's Report dated May 28, 2015. The Chairman further informed the Members about the matters for which the Company obtained approval from the Members vide Postal Ballot Notice dated July 25, 2014 & April 10, 2015.

He further informed that vide the Postal Ballot Notice dated April 10, 2015, the Members had given their approval for allotment of equity shares on a preferential basis

3i Infotech Limited

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to DBS against conversion of outstanding loan and interest exposure by DBS. With reference to these Resolutions, the Members were informed that as per Regulation 73 (1)(f) of SEBI (ICDR) Regulations, 2009, the Issuer was required to disclose in the explanatory statement of the Notice sent to Shareholders an undertaking that-

- the Issuer shall re-compute the price in terms of provisions of SEBI (ICDR) Regulations, 2009 and
- if the amount payable on account of re-computation of price is not paid within the time stipulated in ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottees.

The Members were informed that since in this proposed preferential issue, equity shares would be allotted to DBS Bank Limited ("DBS") on the same terms and conditions as agreed with other CDR Lenders as per terms of Master Restructuring Agreement (MRA), there was no need to re-compute the price at which shares would be allotted to DBS. Since the allotment of equity shares to DBS would be done against the conversion of outstanding loan and interest payable to DBS as on cut-off date i.e October 1, 2011, no consideration would be payable for the proposed preferential issue and hence this provision was not applicable.

The following certificates obtained from Statutory Auditor were also placed before the Members at the Annual General Meeting for their inspection, wherein auditor had certified –

- the Volume Weighted Average Price (VWAP) for the preferential issue in terms of Clause 76 (4) of SEBI (Issue of Capital & Disclosure Requirements) Regulations as amended from time to time ("ICDR Regulations") and
- that the proposed preferential issue of upto 1,69,70,618 equity shares of ₹10/- each to DBS is in accordance with Chapter VII of the ICDR Regulations.

He further stated that in accordance with the provisions of the Companies Act, 2013 read with rules there under and the Listing Agreement with the Stock Exchanges, the Company had provided remote electronic voting facility during the e-voting period from Sunday, September 20, 2015 till Tuesday, September 22, 2015 through National Securities Depository Limited (NSDL) to the Members entitled to cast their vote for the

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resolutions specified in the Notice of the AGM. He also informed that the Members who were present at the Meeting and did not vote through electronic mode would be given an opportunity to cast their vote through physical voting by way of ballot paper at the end of the Meeting. He informed the Members that Mr. Keyoor Bakshi, Partner, BNP & Associates was appointed as Scrutinizer vide resolution passed by the Board of Directors at its Meeting held on July 28, 2015.

Thereafter, the Chairman addressed the Members and informed them that it would be his last Annual General Meeting as a Chairman of the Company since he retires as a Director on the Board effective September 30, 2015. He apprised them on the state of affairs of the Company and the various measures taken by the management to improve the financial performance. In his speech, he apprised the Members on the overall background about how the Company went through restructuring under Corporate Debt Restructuring (CDR) Scheme in 2012, about the sale of subsidiaries of the Company as agreed under CDR Scheme during the year and the steps taken by Management of the Company to restructure the debts of the Company. He also informed the Members various cost containment measures taken by the management of the Company during the year.

Then, the Members were given opportunity to speak. Several Members expressed their views about the Company and used the opportunity to interact with the management and sought clarifications on various issues relating to the performance of the Company and various other matters. The Chairman and Mr. Madhivanan Balakrishnan, Managing Director & Global CEO responded to the queries raised by the Members.

Then, the Chairman took up the formal proceedings of the Meeting. The Chairman on his own motion ordered physical voting through ballot paper on the resolutions as set out in the notice of 22nd Annual General Meeting. He further stated that the combined results of the remote e-voting, which has already been completed and the physical voting which would be conducted at this day of AGM through Ballot Paper, will be announced on Friday, September 25, 2015.

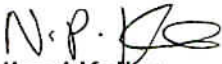
The Chairman then declared the Meeting as closed subject to conduct of physical voting through ballot paper and thanked the Members for participating in the Meeting and their continuous support to the Company.





Based on the Scrutinizers combined Report on voting, all the Resolutions contained in the Notice of the 22nd Annual General Meeting were approved by the requisite majority of Members and accordingly, all the Resolutions were declared to be passed on the date of AGM date i.e. September 23, 2015.

For 3i Infotech Limited


Ninad Kelkar

Company Secretary



Date: September 28, 2015

Place: Navi Mumbai

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