

Format for Voting Results

Date of the Postal Ballot Results	13-May-2016
Total number of shareholders on record date	164,130
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A

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

Resolution required: (Ordinary/ Special)			1. Increase in Authorised Share Capital of the Company (the "Authorised Share Capital") and consequent amendment to the Memorandum of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No Promoter is interested in the Resolution.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	30,560,488	100.00	30,560,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	30,560,488	30,560,488	100.00	30,560,488	-	100.00	-
Public- Institutions	E-Voting	-	42,117,513	43.70	42,117,513	-	88.88	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	5,269,818	5.47	5,269,818	-	11.12	-
	Total	96,378,019	47,387,331	49.17	47,387,331	-	100.00	-
Public- Non Institutions	E-Voting	-	60,549,265	11.78	43,077,166	17,472,099	42.74	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	40,232,088	7.83	40,231,668	420	39.92	0.00
	Total	513,865,421	100,781,353	19.61	83,308,834	17,472,519	82.66	17.34
Total		640,803,928	178,729,172	27.89	161,256,653	17,472,519	90.22	9.78



Resolution required: (Ordinary/ Special)			2. Amendment to the Articles of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No Promoter is interested in the Resolution.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	30,560,488	100.00	30,560,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	30,560,488	30,560,488	100.00	30,560,488	-	100.00	-
Public-Institutions	E-Voting	-	42,117,513	43.70	42,117,513	-	88.88	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	5,269,818	5.47	5,269,818	-	11.12	-
	Total	96,378,019	47,387,331	49.17	47,387,331	-	100.00	-
Public- Non Institutions	E-Voting	-	60,532,994	11.78	43,064,312	17,468,682	42.74	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	40,230,388	7.83	40,230,268	120	39.93	0.00
	Total	513,865,421	100,763,382	19.61	83,294,580	17,468,802	82.66	17.34
Total		640,803,928	178,711,201	27.89	161,242,399	17,468,802	90.23	9.77



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



Resolution required: (Ordinary/ Special)			4. Issue of equity shares against conversion of a portion of the outstanding amounts due to the Lenders.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No Promoter is interested in the Resolution.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	30,560,488	100.00	30,560,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	30,560,488	30,560,488	100.00	30,560,488	-	100.00	-
Public- Institutions	E-Voting	-	42,117,513	43.70	42,117,513	-	88.88	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	5,269,818	5.47	5,269,818	-	11.12	-
	Total	96,378,019	47,387,331	49.17	47,387,331	-	100.00	-
Public- Non Institutions	E-Voting	-	60,540,402	11.78	43,066,493	17,473,909	42.73	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	40,229,988	7.83	40,229,668	320	39.93	0.00
	Total	513,865,421	100,770,390	19.61	83,296,161	17,474,229	82.66	17.34
Total		640,803,928	178,718,209	27.89	161,243,980	17,474,229	90.22	9.78



May 12, 2016

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

Dear Sir,

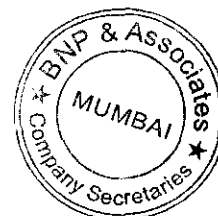
Report of the Scrutinizer in respect of Resolutions proposed vide Postal Ballot Notice dated March 28, 2016

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

1. Increase in Authorised Share Capital of the Company and consequent amendment to the Memorandum of Association of the Company as an **Ordinary Resolution**.
2. Amendment to Articles of Association of the Company as **Special Resolution**.
3. (i) Issue, as part of the proposed restructuring of the outstanding US\$ 125,356,000 5 per cent convertible bonds due 2017 (the "5% Bonds") and US\$ 2,435,000 4.75 per cent convertible bonds due 2017 (the "4.75% Bonds", and together with the 5% Bonds, the "Existing Bonds"), new foreign currency convertible bonds to the holders of the Existing Bonds in exchange for the Existing Bonds, and
(ii) amend the terms of the outstanding Existing Bonds (to the extent not exchanged) including extension of the maturity and reduction of the rate of interest as **Special Resolution**.
4. Issue of equity shares against conversion of a portion of the outstanding amounts due to the Lenders as **Special Resolution**.

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

JSP



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

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

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

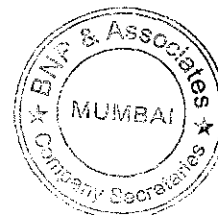
I further report that as stated in the Notice sent to the Members, the Company had fixed 6:00 p.m. on May 11, 2016 as the last date for receipt of Postal Ballots Forms and for e-voting.

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

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

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

JSJ



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

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

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


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

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

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

Place: Mumbai




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

ANNEXURE

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

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

Resolution required : Ordinary Resolution

Mode of Voting :Postal Ballot & E-voting

Promoter/Public	Mode of Voting	No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	3,05,60,488	100.00	3,05,60,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3,05,60,488	3,05,60,488	100.00	3,05,60,488	-	100.00	-
Public - Institutional holders	E-Voting	-	4,21,17,513	43.70	4,21,17,513	-	88.88	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	52,69,818	5.47	52,69,818	-	11.12	-
	Total	9,63,78,019	4,73,87,331	49.17	4,73,87,331	-	100.00	-
Public-Others	E-Voting	-	6,05,49,265	11.78	4,30,77,166	1,74,72,099	42.74	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	4,02,32,088	7.83	4,02,31,668	420	39.92	0.00
	Total	51,38,65,421	10,07,81,353	19.61	8,33,08,834	1,74,72,519	82.66	17.34
Total		64,08,03,928	17,87,29,172	27.89	16,12,56,653	1,74,72,519	90.22	9.78

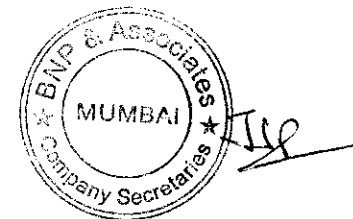


Item No.2 - Amendment to the Articles of Association of the Company

Resolution required : Special Resolution

Mode of Voting :Postal Ballot & E-voting

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

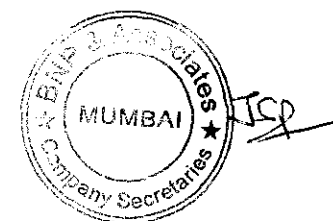


Item No.3 - (i) Issue as part of the proposed restructuring of the outstanding US\$ 125,356,000 5 per cent convertible bonds due 2017 (the "5% Bonds") and US\$ 2,435,000 4.75 per cent. Convertible bonds due 2017 (the "4.75% Bonds", and together with the 5% Bonds, the "Existing Bonds") , new foreign currency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

Resolution required : Special Resolution

Mode of Voting : Postal Ballot & E-voting

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



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

Resolution required : Special Resolution

Mode of Voting :Postal Ballot & E-voting

Promoter/Public		No. of shares held	No of votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) [(2)/(1)]*100	(4)	(5)	(6) [(4)/(2)]*100	(7) [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	-	3,05,60,488	100.00	3,05,60,488	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3,05,60,488	3,05,60,488	100.00	3,05,60,488	-	100.00	-
Public - Institutional holders	E-Voting	-	4,21,17,513	43.70	4,21,17,513	-	88.88	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	52,69,818	5.47	52,69,818	-	11.12	-
	Total	9,63,78,019	4,73,87,331	49.17	4,73,87,331	-	100.00	-
Public-Others	E-Voting	-	6,05,40,402	11.78	4,30,66,493	1,74,73,909	42.74	17.34
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	4,02,29,988	7.83	4,02,29,668	320	39.92	0.00
	Total	51,38,65,421	10,07,70,390	19.61	8,32,96,161	1,74,74,229	82.66	17.34
Total		64,08,03,928	17,87,18,209	27.89	16,12,43,980	1,74,74,229	90.22	9.78

