



**3i Infotech Limited**

Corporate Identification Number (CIN): L67120MH1993PLC074411

Registered Office: Tower # 5, 3<sup>rd</sup> to 6<sup>th</sup> 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](mailto:investors@3i-infotech.com) Website: [www.3i-infotech.com](http://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
<b>Total</b>	<b>60,55,88,650</b>	<b>16,22,67,127</b>	<b>26.79</b>	<b>16,18,06,013</b>	<b>4,61,114</b>	<b>99.72</b>	<b>0.28</b>



**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
<b>Total</b>	<b>60,55,88,650</b>	<b>16,23,94,406</b>	<b>26.82</b>	<b>16,20,64,522</b>	<b>3,29,884</b>	<b>99.80</b>	<b>0.20</b>





The Chairman  
3i Infotech Limited,  
Tower # 5, 3<sup>rd</sup> to 6<sup>th</sup> 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 April 10, 2015**

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 Special Resolutions by means of a Postal Ballot:-

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

I, Mr. Keyoor Bakshi, Partner, BNP & Associates, Company Secretaries or failing me, Mr. Jatin Popat, Partner, BNP & Associates, Company Secretaries have been appointed as the Scrutinizer for this purpose.

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 of the Notice in electronic as well as physical form along with Postal ballot form and self addressed postage prepaid Business Reply Envelopes was completed by April 28, 2015. The Cut -off Date for this purpose was fixed as April 10, 2015.

The Company had made arrangements with National Depository Services Limited (NSDL) for providing the facility to the Members to cast their votes electronically. NSDL had accordingly set up the e-Voting facility on its website, <https://www.evoting.nsdl.com>. The Company had uploaded the Postal Ballot Notice dated April 10, 2015 on its website [www.3i-infotech.com](http://www.3i-infotech.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, 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 April 28, 2015, informing about the completion of dispatch of the Notices, both by 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 28, 2015 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 Wednesday, April 29, 2015 (9:00 a.m.) till Thursday May 28, 2015 (before close of working hours i.e. 6:00 p.m.). All the Postal Ballot Forms together with all votes cast through E-voting up to 6:00 P.M., May 28, 2015, 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 28, 2015 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.

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

The details of polling results for the items placed for consideration by the Members are given below.

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





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**Summary and results of the Postal Ballot through physical form and e-voting**

**Resolution No. 1:- Allotment of equity shares on a preferential basis:**

**Resolution required: Special Resolution**

Total no. of shareholders as on April 10, 2015	156,385		
No. of shareholders voted through Postal Ballot Forms and e-voting	847		
Total no. of shares as on April 10, 2015	60,55,88,650		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	750	16,20,33,969
Total votes cast through Postal Ballot Forms received	B	97	2,53,552
Grand Total of e-voting/Postal Ballot Form (A+B)	C	847	16,22,87,521
Less: Invalid Postal Ballot Forms	D	35	20,394
*(On account of signature mismatch, for/against option not indicated)			
Net e-voting /Postal Ballot Forms (C-D)	E	812	16,22,67,127

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares [(2)/(1)]x100 (3)	No. of Votes in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled [(4)/(2)]x100 (6)	% of Votes Against on Votes polled [(5)/(2)]x100 (7)
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
<b>Total</b>	<b>60,55,88,650</b>	<b>16,22,67,127</b>	<b>26.79</b>	<b>16,18,06,013</b>	<b>4,61,114</b>	<b>99.72</b>	<b>0.28</b>



*Handwritten signature/initials.*



**Resolution No. 2:- Conversion of Loans into Equity Shares:****Resolution required: Special Resolution**

Total no. of shareholders as on April 10, 2015	156,385	
No. of shareholders voted through Postal Ballot Forms and e-voting	859	
Total no. of shares as on April 10, 2015	60,55,88,650	
	Number of Votes	Number of Shares
Total votes cast through e-voting	A 762	16,21,64,262
Total votes cast through Postal Ballot Forms received	B 97	2,53,552
Grand Total of e-voting/Postal Ballot Form (A+B)	C 859	16,24,17,814
Less: Invalid Postal Ballot Forms	D 37	23,408
*(On account of signature mismatch, for/against option not indicated)		
Net e-voting /Postal Ballot Forms (C-D)	E 822	16,23,94,406

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares [(2)/(1)]x100 (3)	No of Votes in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled [(4)/(2)]x 100 (6)	% of Votes Against on Votes polled [(5)/(2)]x100 (7)
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
<b>Total</b>	<b>60,55,88,650</b>	<b>16,23,94,406</b>	<b>26.82</b>	<b>16,20,64,522</b>	<b>3,29,884</b>	<b>99.80</b>	<b>0.20</b>

As per the consolidated results of the Postal Ballot, Resolutions 1 and 2 of the Notice of the Postal Ballot are passed with requisite majority.

As per the Postal Ballot Notice dated April 10, 2015, the results will be declared at the Registered Office of the Company on Tuesday, June 2, 2015. The same will also be displayed on the Company's website [www.3i-infotech.com](http://www.3i-infotech.com) and will be communicated to the stock exchanges where the Company's shares are listed.



*Handwritten signature*

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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 Secretary.



A handwritten signature in blue ink, appearing to read "Keyoor Bakshi".

(Scrutinizer)  
Keyoor Bakshi, Partner,  
BNP & Associates,  
Company Secretaries

Date: June 2, 2015  
Place: Mumbai