

PROCEEDINGS OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON WEDNESDAY, SEPTEMBER 6, 2017 AT 4.00 P.M. AT ARYA SAMAJ HALL, PLOT.NO. 6, SECTOR 9A, VASHI, NAVI MUMBAI - 400 703

The 24th Annual General Meeting of the Members of 3i Infotech Limited was held on Wednesday, September 6, 2017 at 4:00 p.m. at Arya Samaj Hall, Plot No. 6, Sector 9A, Vashi, Navi Mumbai- 400 703.

Total 75 Members were personally present in the Meeting. The Company had received 1 (One) proxy to attend and vote at the Meeting representing 19,81,260 (Nineteen Lakhs Eighty One Thousand Two Hundred and Sixty Only) shares amounting to 0.15% of the equity share capital.

Apart from Members, Mr.Ashok Shah, Chairman and Mr. Padmanabhan Iyer, Managing Director and global CEO, M/s. GMJ & Co.the Joint Statutory Auditor and Mr. Rajeev Limaye, Company Secretary of the Company were present at the Meeting.

Mr. Ashok Shah, Chairman took the chair and welcomed the Members to the 24th 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. Rajeev Limaye, Company Secretary, read the Auditor's Report dated July 22, 2017. The Chairman further informed the Members about the matters for which the Company obtained approval from the Members vide Postal Ballot Notice dated April 6, 2017.

He further stated that in accordance with the provisions of the Companies Act, 2013 read with rules there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote electronic voting facility during the e-voting period from Sunday, September 3, 2017 till Tuesday, September 5, 2017 through National Securities Depository Limited (NSDL) to the

3i Infotech Limited

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Members entitled to cast their vote for the 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. Prakash Pandya, Partner, BNP & Associates was appointed as Scrutinizer vide resolution passed by the Board of Directors at its Meeting held on July 22, 2017.

Thereafter, the Chairman addressed the Members. He expressed gratitude to all its investors for continued support and trust reposed in the Company. He informed the Members that Company, after 5 years of losses, has posted a Net Profit of Rs. 95.09 crores for the financial year 2016-17. As on date, the DRS package of the Lenders as well as the FCCB Holders has been largely implemented and the completion of the balance is expected in the next few months. He apprised them that on June 28, 2017, the Company pre-paid a part of the principal outstanding debt due to the DRS Lenders amounting to Rs.38.5 crores. This amount represents 6 monthly instalments of the Principal Amount which were due for repayment from April 30, 2018 as per the terms of the DRS approved by its Lenders. He thanked all the stakeholders, employees and lenders who have stood by the Company in its difficult time.

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. Padmanabhan Iyer, 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 24th 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 8, 2017.

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

For 3i Infotech Limited

Rajeev Limaye
Company Secretary



Date: September 8, 2017

Place: Navi Mumbai

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