

**Auditor's report on quarterly unaudited consolidated financial results of 3i Infotech Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
The Board of Directors  
3i Infotech Limited

We have reviewed the accompanying statement of unaudited consolidated financial results of **3i Infotech Limited** (herein after referred to as "the Parent Company"), comprising its subsidiaries (the Parent Company and its subsidiaries together referred to as "the Group") and a jointly controlled entity for the quarter ended June 30, 2018 (the Statement), attached herewith, being submitted by the Parent Company pursuant to the requirement of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, read with Circular No. CIR/CFD/FAC/62/2016 dated 5<sup>th</sup> July, 2016.

This Statement is the responsibility of the Parent Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the Statement includes the quarterly financial results of the following entities:

Sr. No.	Subsidiaries reviewed by us:
1	3i Infotech (Middle East) FZ LLC, UAE
2	3i Infotech Consultancy Services Ltd., India
3	3i Infotech BPO Limited, India
4	3i Infotech Holdings Private Ltd., Mauritius
5	3i Infotech Inc., USA
6	3i Infotech Financial Software Inc., USA (merged with 3i Infotech Inc.)
7	3i Infotech Asia Pacific Pte. Ltd., Singapore
8	3i Infotech SDN BHD, Malaysia
9	3i Infotech (Thailand) Ltd., Thailand
10	Locuz Enterprises Solutions Ltd., India
11	3i Infotech (UK) Limited
12	IFRS Cloud Solutions Limited, India
13	Black Barret Holdings Ltd., Cyprus
14	3i Infotech Software Solutions LLC





Sr. No.	Subsidiaries not reviewed
1	3i Infotech Services SDN BHD, Malaysia
2	3i Infotech Saudi Arabia LLC, Saudi Arabia
3	Elegon Infotech Ltd., China
4	Rhyme Systems Limited
5	3i Infotech (Africa) Ltd., Kenya
6	3i Infotech (Western Europe) Holdings Limited
7	3i Infotech (Western Europe) Group Limited
8	Locuz Inc., USA
9	3i Infotech South Africa Pty Limited
Sr. No.	Jointly controlled entity not reviewed
1	Process Central Limited, Nigeria- Joint Venture

We did not review the financial results of nine subsidiaries included in the Statement, whose financial results include the total revenue of Rs. 15.05 crore and the profit of Rs. 1.34 crore for the quarter ended June 30, 2018, respectively included in the Statement. The Statement also include the Group's share of the total revenue Rs. Nil and the profit of Rs. Nil for the quarter ended June 30, 2018 of a jointly controlled entity whose financial results have not been reviewed by us. These financial results/financial information are not reviewed and have been furnished to us by the management and our review conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and the jointly controlled entity is based solely on such not reviewed financial results / financial information. According to the information and explanations given to us by the Management, these financial results/financial information are not material to the Group.

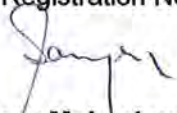
Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable Indian Accounting Standards prescribed under section 133 of Companies Act 2013 read with rules issued thereunder and other recognised accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5<sup>th</sup> July, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

#### **Emphasis of matter**

We draw attention to Note 3 to the Statement in respect of remuneration paid to the Managing Director and Global CEO of the Parent Company which was in excess of the limits prescribed under Section 197 of the Act and were subject to the approval of the Central Government for the financial year 2016-17.

Our Opinion is not qualified for above matters.

**For GMJ & Company**  
Chartered Accountants  
Firm Registration No:103429W

  
**Sanjeev Maheshwari**  
Partner  
Membership No.38755  
Place: Mumbai  
Date: July 13, 2018



**Auditor's report on quarterly unaudited standalone financial results of 3i Infotech Limited pursuant to the regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
The Board of Directors  
3i Infotech Limited

We have reviewed the accompanying statement of unaudited standalone financial results of **3i Infotech Limited** ('the Company') for the quarter ended June 30, 2018, (the Statement) attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, read with Circular No. CIR/CFD/FAC/62/2016 dated 5<sup>th</sup> July, 2016.

This Statement is the responsibility of the Company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review, conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable Indian Accounting Standards prescribed under section 133 of Companies Act 2013 read with rules issued thereunder and other recognised accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 05, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.



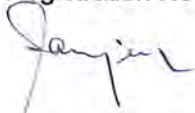


**Emphasis of matter**

We draw attention to Note 3 to the statement in respect of remuneration paid to the Managing Director and Global CEO of the Company which was in excess of the limits prescribed under Section 197 of the Act and were subject to the approval of the Central Government for the financial year 2016-17.

Our Opinion is not qualified for above matters.

**For GMJ & Company**  
Chartered Accountants  
Firm Registration No:103429W



**Sanjeev Maheshwari**  
Partner  
Membership No.38755



Place: Mumbai  
Date: July 13, 2018

CONSOLIDATED



3i Infotech Limited (CIN: L67120MH1993PLC074411)

Regd. office: Tower # 5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai 400 703

Email: investors@3i-infotech.com

Website: www.3i-infotech.com

Tel No.: 022-7123 8000

Statement of Unaudited Consolidated Financial Results for the quarter ended June 30, 2018

(Rupees in Lakhs)

	Particulars	3 months ended (30/06/2018) (Unaudited)	3 months ended (31/03/2018) (Audited)	Corresponding 3 months ended in the previous year (30/06/2017) (Unaudited)	Year to Date figures for previous year ended (31/03/2018) (Audited)
I	Revenue from Operations	24,198	27,928	23,931	99,119
II	Other Income	783	293	762	1,782
	<b>Total income (I+II) = III</b>	<b>24,981</b>	<b>28,221</b>	<b>24,693</b>	<b>1,00,901</b>
IV	<b>Expenses</b>				
(a)	Employee benefits expense	13,856	13,531	12,390	52,804
(b)	Cost of third party products and services	4,323	6,458	6,036	19,854
(c)	Finance costs (excluding unwinding of discount under Ind AS 109 on Fair Valuation of Preference Share Capital, FCCBs and Interest free debts) (See Note 2)	1,173	1,229	1,266	5,101
(d)	Depreciation and amortization expense	204	201	226	894
(e)	Other expenses	3,253	3,421	2,604	10,878
	<b>Total Expenses (IV)</b>	<b>22,809</b>	<b>24,840</b>	<b>22,522</b>	<b>89,531</b>
V	<b>Profit / (Loss) before Forex loss / (gain) and Tax (III-IV)</b>	<b>2,172</b>	<b>3,381</b>	<b>2,171</b>	<b>11,370</b>
VI	Foreign exchange loss/(gain) (net)	355	(321)	316	(142)
VII	<b>Profit / (Loss) before Tax (V-VI)</b>	<b>1,817</b>	<b>3,702</b>	<b>1,855</b>	<b>11,512</b>
VIII	Unwinding of discount under Ind AS 109 on Fair Valuation of Preference Share Capital, FCCBs and Interest free debts (See Note 2)	974	891	888	3,564
IX	<b>Profit / (Loss) before Tax (VII-VIII)</b>	<b>843</b>	<b>2,811</b>	<b>967</b>	<b>7,948</b>
X	Tax expense	239	433	129	837
XI	<b>Profit / (Loss) for the period (IX-X)</b>	<b>604</b>	<b>2,378</b>	<b>838</b>	<b>7,111</b>
XII	<b>Other Comprehensive Income</b>				
A. (i)	Other Comprehensive income not to be reclassified to profit and loss	(58)	90	(37)	50
(ii)	Income tax relating to items that will not be reclassified to profit and loss.	(0)	6	0	(0)
XIII	<b>Total Comprehensive income for the period, net of tax : (XI+XII)</b>	<b>546</b>	<b>2,474</b>	<b>801</b>	<b>7,161</b>
	<b>Profit for the period attributable to:</b>				
	Equity holders of the parent	587	2,302	852	7,040
	Non-controlling interests	17	76	(14)	71
	<b>Total comprehensive income for the year attributable to:</b>				
	Equity holders of the parent	529	2,398	815	7,090
	Non-controlling interests	17	76	(14)	71
XIV	<b>Paid-up equity share capital (Face value of Rs. 10 per share)</b>	<b>1,61,555</b>	<b>1,61,536</b>	<b>1,28,600</b>	<b>1,61,536</b>
XV	<b>Earnings per equity share</b>				
	Basic & Diluted EPS (on Profit for the period)	0.04	0.15	0.07	0.44
	<b>The below EPS is calculated on Profit for the period before unwinding of discount under Ind AS 109 (See Note 2)</b>				
	Basic & Diluted EPS (on Profit for the period before unwinding of discount under Ind AS 109)	0.10	0.20	0.13	0.66







3i Infotech Limited (CIN: L67120MH1993PLC074411)

Regd. office: Tower # 5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai 400 703

Email: investors@3i-infotech.com

Website: www.3i-infotech.com

Tel No.: 022-7123 8000

Statement of Unaudited Consolidated Financial Results for the quarter ended June 30, 2018

(Rupees in Lakhs)

	Particulars	3 months ended (30/06/2018) (Unaudited)	3 months ended (31/03/2018) (Audited)	Corresponding 3 months ended in the previous year (30/06/2017) (Unaudited)	Year to Date figures for previous year ended (31/03/2018) (Audited)
1	<b>Segment Revenue</b>				
a	IT Solutions	22,907	26,594	22,665	93,930
b	Transaction Services	1,291	1,334	1,266	5,189
	<b>Total Net sales/Income From Operations (a+b)</b>	<b>24,198</b>	<b>27,928</b>	<b>23,931</b>	<b>99,119</b>
2	<b>Segment Results</b>				
a	IT Solutions	5,659	7,356	5,227	25,083
b	Transaction Services	369	383	347	1,486
	<b>Total</b>	<b>6,028</b>	<b>7,739</b>	<b>5,574</b>	<b>26,569</b>
	<b>Less:</b>				
i)	Operating, Selling and Other expenses	3,262	3,222	2,673	10,986
ii)	Finance cost (including unwinding of discount under Ind AS 109) (See Note 2)	2,147	2,119	2,154	8,665
(iii)	Depreciation & Amortization	204	201	226	894
(iv)	Foreign Exchange loss/(gain)	355	(321)	316	(142)
	<b>Add:</b>				
(v)	Un-allocable income	783	293	762	1,782
	<b>Total Profit Before Tax</b>	<b>843</b>	<b>2,811</b>	<b>967</b>	<b>7,948</b>

The 3i Infotech Group (the "Group") undertakes sale of 'IT solutions' (software products & services, software development, consulting and IT infrastructure services) and 'Transaction services' (IT enabled services). These businesses have been considered as "Primary segments". The segment results have been arrived at before allocating certain expenses which are un-allocable in nature and are disclosed as "Selling and other expenses". Considering the nature of the Group's businesses, the assets and liabilities cannot be identified with any specific business segment and hence, the figures for capital employed have not been disclosed.





**Notes:**

- 1 The consolidated financial results of the Company for the quarter ended June 30, 2018 have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on July 13, 2018.
- 2 As required under Ind AS 109, there has been an additional charge of interest (notional) on financial instruments, viz. Preference shares; FCCBs and interest free debts, which has been shown as a separate line item; viz. Item no. VIII in the Financial Results.
- 3 The remuneration paid / provided to the Managing Director and Global CEO for the financial year 2016-17 had been approved by both the shareholders as well as lenders of the Company. This remuneration was in excess of the limits prescribed under the erstwhile Section 197 of the Companies Act, 2013 and was subject to the approval of the Ministry of Corporate Affairs (MCA). The management had made application to MCA for the necessary approval. Although MCA has granted approval only for a part of the amount, the management is of the opinion that once the amended Section 197 of the Companies (Amendment) Act, 2017 is notified, the Company would be in compliance with the law.
- 4 During the current quarter, the Company has allotted 187,000 equity shares at a price of Rs.16.50 per share aggregating to Rs. 30.86 lakhs against conversion of Foreign Currency Convertible Bonds (FCCBs).
- 5 During the current quarter, 3i Infotech Software Solutions LLC was incorporated as a step down subsidiary on May 15, 2018 to tap business opportunities in Dubai Mainland, UAE.
- 6 Effective April 1, 2018, the Company has adopted Ind AS 115. The comparative information is not restated in the consolidated financials results. The adoption of this standard does not have any material impact to the consolidated financial results of the Company.
- 7 Figures for the previous periods have been regrouped/rearranged wherever necessary to conform to the presentation of the current period.
- 8 The disclosure in respect of standalone financials are as under -

(Rupees in Lakhs)

Particulars	3 months ended (30/06/2018) (Unaudited)	3 months ended (31/03/2018) (Audited)	Corresponding 3 months ended in the previous year (30/06/2017) (Unaudited)	Year to Date figures for previous year ended (31/03/2018) (Audited)
Net Sales/Income from Operations	5,870	6,629	5,538	23,751
Profit / (Loss) before unwinding of discount under Ind AS 109 and Tax	4,423	3,220	1,571	(7,612)
Profit / (Loss) before tax	3,954	2,775	1,770	(8,671)
Profit (Loss) for the period	3,954	2,775	1,770	(8,671)
Total comprehensive income for the period	3,943	2,939	1,743	(8,753)

Navi Mumbai  
July 13, 2018

By order of the Board  
For 3i Infotech Limited

Padmanabhan Iyer  
Managing Director and Global CEO





## STANDALONE



3i Infotech Limited (CIN: L67120MH1993PLC074411)

Regd. office: Tower # 5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai 400 703

Email: investors@3i-infotech.com

Website: www.3i-infotech.com

Tel No.: 022-7123 8000

## Statement of Standalone Unaudited Financial Results for the quarter ended June 30, 2018

(Rupees in Lakhs)

	Particulars	3 months ended (30/06/2018) (Unaudited)	3 months ended (31/03/2018) (Audited)	Corresponding 3 months ended in the previous year (30/06/2017) (Unaudited)	Year to Date figures for previous year ended (31/03/2018) (Audited)
I	Revenue from Operations	5,870	6,629	5,538	23,751
II	Other Income (excluding unwinding of discount under Ind AS 109 on Fair Valuation of Investment in Preference Shares) (See Note 2)	868	433	938	2,492
	<b>Total income (I+II) = III</b>	<b>6,738</b>	<b>7,062</b>	<b>6,476</b>	<b>26,243</b>
IV	<b>Expenses</b>				
(a)	Employee benefits expense	2,820	2,408	1,668	7,795
(b)	Cost of third party products and services	810	570	610	2,151
(c)	Finance costs (excluding unwinding of discount under Ind AS 109 on Fair Valuation of Preference share Capital, FCCBs and Interest free debts) (See Note 2)	1,122	1,144	1,201	4,804
(d)	Depreciation and amortization expense	166	163	178	716
(e)	Other expenses	1,444	1,292	943	19,201
	<b>Total Expenses (IV)</b>	<b>6,362</b>	<b>5,577</b>	<b>4,600</b>	<b>34,667</b>
V	<b>Profit / (Loss) before Forex Gain/Loss and Tax (III-IV)</b>	<b>376</b>	<b>1,485</b>	<b>1,876</b>	<b>(8,424)</b>
VI	Foreign exchange loss/(gain) (net)	(4,047)	(1,735)	305	(812)
VII	<b>Profit / (Loss) before and Tax (V-VI)</b>	<b>4,423</b>	<b>3,220</b>	<b>1,571</b>	<b>(7,612)</b>
VIII	Unwinding of discount under Ind AS 109 expenses / (income) (net) on Fair Valuation of Investment in Preference Shares, Preference Share Capital, FCCB's and interest free debts (See Note 2)	469	445	(199)	1,059
IX	<b>Profit / (Loss) before Tax (VII-VIII)</b>	<b>3,954</b>	<b>2,775</b>	<b>1,770</b>	<b>(8,671)</b>
X	Tax expense	-	-	-	-
XI	<b>Profit (Loss) for the period (IX-X)</b>	<b>3,954</b>	<b>2,775</b>	<b>1,770</b>	<b>(8,671)</b>
XII	<b>Other Comprehensive Income</b>				
	A. (i) Other Comprehensive income not to be reclassified to profit and loss	(11)	164	(27)	(82)
	(ii) Income tax relating to items that will not be reclassified to profit and loss.	-	-	-	-
XIII	<b>Total Comprehensive income for the period (XI+XII)</b>	<b>3,943</b>	<b>2,939</b>	<b>1,743</b>	<b>(8,753)</b>
XIV	<b>Paid-up equity share capital (Face value of Rs. 10 per share)</b>	<b>1,61,555</b>	<b>1,61,536</b>	<b>1,28,600</b>	<b>1,61,536</b>
XV	<b>Earnings per equity share</b>				
	Basic & Diluted EPS (on Profit for the period)	0.24	0.17	0.14	(0.54)
	<b>The below EPS is calculated on Profit for the period before unwinding of discount under Ind AS 109 (See Note 2)</b>				
	Basic & Diluted EPS (on Profit for the period before unwinding of discount under Ind AS 109)	0.27	0.20	0.12	(0.47)





**Notes:**

- 1 The standalone financial results of the Company for the quarter ended June 30, 2018 have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on July 13, 2018.
- 2 As required under Ind AS 109, there has been a net additional income (notional) on financial instruments; viz. Preference shares ; FCCBs ; interest free debts and Investment in Preference Shares, which has been shown as a separate line item; viz. Item no. VIII in the Financial Results.
- 3 The remuneration paid / provided to the Managing Director and Global CEO for the financial year 2016-17 had been approved by both the shareholders as well as lenders of the Company. This remuneration was in excess of the limits prescribed under the erstwhile Section 197 of the Companies Act, 2013 and was subject to the approval of the Ministry of Corporate Affairs (MCA). The management had made application to MCA for the necessary approval. Although MCA has granted approval only for a part of the amount, the management is of the opinion that once the amended Section 197 of the Companies (Amendment) Act, 2017 is notified, the Company would be in compliance with the law.
- 4 During the current quarter, the Company has allotted 187,000 equity shares at a price of Rs.16.50 per share aggregating to Rs. 30.86 lakhs against conversion of Foreign Currency Convertible Bonds (FCCBs).
- 5 During the current quarter, 3i Infotech Software Solutions LLC was incorporated as a step down subsidiary on May 15, 2018 to tap business opportunities in Dubai Mainland, UAE.
- 6 Effective April 1, 2018, the Company has adopted Ind AS 115. The comparative information is not restated in the standalone financials results. The adoption of this standard does not have any material impact to the standalone financial results of the Company.
- 7 Figures for the previous periods have been regrouped/rearranged wherever necessary to conform to the presentation of the current period.
- 8 The results for the quarter ended June 30, 2018 are available on the Bombay Stock Exchange website ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange website ([www.nseindia.com](http://www.nseindia.com)) and on the Company's website ([www.3i-infotech.com](http://www.3i-infotech.com)).

Navi Mumbai  
July 13, 2018

By order of the Board  
For 3i Infotech Limited

Padmanabhan Iyer  
Managing Director and Global CEO

