

September 22, 2014

The Manager,
BSE Limited
P J Tower, Dalal Street
Fort, Mumbai - 400 001

Scrip Code: 532628

**Sub: Results of Postal Ballot pursuant to Clause 35A of the
Listing Agreement**

The Company had sought approval of the Shareholders through Postal Ballot for the following items:

1. Approval under Section 180(1)(c) of the Companies Act, 2013 for grant of authority to the Board of Directors to borrow sums not exceeding ₹3000 Crores only and
2. Approval under Section 180(1)(a) of the Companies Act, 2013 for grant of authority to the Board of Directors for creation of securities against loan.

Mr. Keyoor Bakshi, Partner, KBNT & Associates, the Scrutinizer appointed for this purpose has submitted his report dated September 21, 2014. The Chairman of the Board, upon perusal of the report, has declared the said Resolutions as passed as per details hereunder-

Resolution No.	Resolution Type	Passed with % Majority
1	Special	99.85
2	Special	99.83

In this regard, please find enclosed herewith the following-

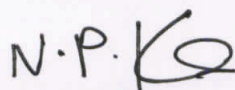
1. Results of voting for Postal Ballot as per Clause 35A of the Listing Agreement,
2. Certified copy of the resolutions passed by Postal Ballot as declared by the Chairman on September 22, 2014

Request you to take this on record.

Thanking you

Yours faithfully,

For 3i Infotech Limited

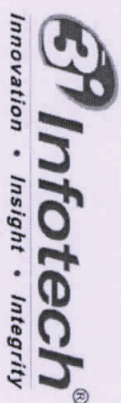


Ninad Kelkar

Company Secretary

3i Infotech Limited

(CIN : L67120MH1993PLC074411)
Tower #5, 3rd to 6th Floor
International Infotech Park
Vashi, Navi Mumbai 400 703, India.
Tel. : (+91 - 22) 6792 8000
Fax : (+91 - 44) 6792 8095
www.3i-infotech.com



3i Infotech Limited

Corporate Identification Number (CIN): L67120MH1993PLC074411

Registered Office: Tower # 5, 3rd to 6th 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 Website: www.3i-infotech.com

Results of Postal Ballot as declared on September 22, 2014 (Pursuant to Clause 35A of the Listing Agreement)

Resolution No.1 - Approval under Section 180(1)(c) of the Companies Act, 2013 for grant of authority to the Board of Directors of the Company to borrow sum not exceeding Rs. 3,000 crores

Promoter/Public	No. of shares held	No of votes through e-voting	No of votes through postal ballot	Total No of votes	% 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	4 = 2+3	5 = (4/1)*100	6	7	8=(6/4)*100	9 = (7/4)*100
Promoter and Promoter Group	3,90,36,190	Nil	3,90,36,190	3,90,36,190	100.00	3,90,36,190	Nil	100.00	Nil
Public Institutional holders	20,27,11,048	11,38,14,945	33,546	11,38,48,491	56.16	11,38,48,491	Nil	100.00	Nil
Public-Others	33,89,28,242	24,98,687	3,12,667	28,11,354	0.83	25,73,554	2,37,800	91.54	8.46
Total	58,06,75,480	11,63,13,632	3,93,82,403	15,56,96,035	26.81	15,54,58,235	2,37,800	99.85	0.15



Resolution No.2- Approval under Section 180(1)(a) of the Companies Act, 2013 for grant of authority to the Board of Directors of the Company for creation of securities against loans

Promoter/Public	No. of shares held	No of votes through e-voting	No of votes through postal ballot	Total No of votes	% 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	4 = 2+3	5 = $(4/1)*100$	6	7	8 = $(6/4)*100$	9 = $(7/4)*100$
Promoter and Promoter Group	3,90,36,190	Nil	3,90,36,190	3,90,36,190	100.00	3,90,36,190	Nil	100.00	Nil
Public Institutional holders	20,27,11,048	11,38,14,945	33,546	11,38,48,491	56.16	11,38,48,491	Nil	100.00	Nil
Public-Others	33,89,28,242	25,55,173	3,00,947	28,56,120	0.84	25,89,725	2,66,395	90.67	9.33
Total	58,06,75,480	11,63,70,118	3,93,70,683	15,57,40,801	26.82	15,54,74,406	2,66,395	99.83	0.17



**CERTIFIED COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF
3i INFOTECH LIMITED THROUGH POSTAL BALLOT AS DECLARED BY THE
CHAIRMAN ON SEPTEMBER 22, 2014**

**Approval under Section 180(1)(c) of the Companies Act, 2013 for grant of
authority to the Board of Directors to borrow sum not exceeding ₹ 3000 crores
only**

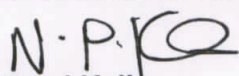
RESOLVED that in supersession of the Resolution passed in this regard under the erstwhile section 293(1)(d) of the Companies Act, 1956 at the 15th Annual General Meeting held of the Company on July 25, 2008 and pursuant to provisions of Section 180(1)(c), 110 and other applicable provisions of the Companies Act, 2013 and the rules thereunder and the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and subject to the necessary approvals required, in this regard from appropriate authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which expression shall include its duly authorized Committee(s) or individual Director(s)) to borrow such moneys or sums of money, with or without security and upon such terms and conditions as the Board may think fit, notwithstanding that moneys to be borrowed together with moneys already borrowed, if any, by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and outstanding at any time shall not exceed the sum of ₹ 3000,00,00,000 (Rupees Three Thousand Crores Only).

RESOLVED further that the Board be and is hereby authorized to take all other steps, to give all such directions, to do all such deeds, matters and things as may be necessary to give effect to the aforesaid Resolution and as the Board may in its absolute discretion deem fit.

RESOLVED further that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any of the Directors of the Company to give effect to the aforesaid Resolution.

RESOLVED further that the Board be and is hereby authorized to accept such terms and conditions, alterations, suggestions, stipulations, amendments or modifications as may be required in this resolution by the Registrar of Companies or such other Statutory Authority/ies from time to time.

**Certified True Copy
For 3i Infotech Limited**


Ninad Kelkar
Company Secretary

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**CERTIFIED COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF
3i INFOTECH LIMITED THROUGH POSTAL BALLOT AS DECLARED BY THE
CHAIRMAN ON SEPTEMBER 22, 2014**

**Approval under Section 180(1)(a) of the Companies Act, 2013 for grant of
authority to the Board of Directors for creation of securities against loan**

RESOLVED that in supersession of the earlier Resolution passed in this regard under the erstwhile section 293(1)(a) of the Companies Act, 1956 by way of postal ballot, the results of which were declared on January 30, 2012, and pursuant to the provisions of Sections 180(1)(a), 110 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and the Listing Agreement (including any amendment, modification, variation or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to the necessary approvals required, in this regard from appropriate authorities, the consent of the Members of the Company be and is hereby granted to the Board of Directors (hereinafter referred to as "the Board" which expression shall include its duly authorized Committee(s) or individual Director(s)) to create security on any borrowings of the Company, whether by way of creating charge, mortgage or otherwise on any moveable and/or immoveable properties of the Company, both present and future, provided that the aggregate of security at any point of time shall not exceed ₹ 3000,00,00,000 (Rupees Three Thousand Crores Only).

RESOLVED further that the Board be and is hereby authorised to take all other steps, give all such directions, do all such deeds, matters and things as may be necessary to give effect to the aforesaid resolution.

RESOLVED further that the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any Committee(s) thereof, or to any of the Directors of the Company to give effect to the aforesaid resolutions.

RESOLVED further that the Board be and is hereby authorised to accept such terms and conditions, alterations, suggestions, stipulations, amendments or modifications as may be required in this resolution by the Registrar of Companies or such other Statutory Authority/ies from time to time.

**Certified True Copy
For 3i Infotech Limited**

N. P. K.

**Ninad Kelkar
Company Secretary**