



December 9, 2016

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

Scrip Code: 532628

Sub: Disclosure of Voting Results of 23rd Annual General Meeting (AGM) of members of the Company held on December 7, 2016

Re: Regulation 44(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that the 23rd Annual General Meeting (AGM) of the Company was held on December 7, 2016 at Arya Samaj Hall, Plot No.6, Sector 9A, Vashi, Navi Mumbai – 400 703.

The details of voting results in the format prescribed under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizers report is enclosed herewith.

Request you to take this on record.

Thanking you,

Yours faithfully,

For **3i Infotech Limited**

Rajeev Limaye
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) 4113 8000
Fax : (+91 - 22) 4113 8098
www.3i-infotech.com

Details of Voting Results

Date of AGM	December 7, 2016
Total Number of shareholders present in the meeting either in person or through proxy :	
a. Promoters	NIL
b. Public	63
Number of shareholders attended the meeting through Video conferencing :	
a. Promoter and Promoter Group	NIL
b. Public	NIL



Details of Agenda

Item No.1 - Adoption of the audited Profit and Loss Account for the financial year ended March 31, 2016 and the Balance Sheet as on that date, together with the Reports of the Directors and Auditors thereon

Resolution required : Ordinary Resolution

Mode of Voting : Ballot Paper & E-voting

Whether promoter/promoter group are interested in the agenda resolution

No

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) $\frac{((2)/(1))}{100}$	(4)	(5)	(6) $\frac{((4)/(2))}{100}$	(7) $\frac{((5)/(2))}{100}$
Promoter and Promoter Group	E-Voting	-	3,05,60,488	100.000	3,05,60,488	-	100.000	-
	Poll *	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3,05,60,488	3,05,60,488	100.000	3,05,60,488	-	100.000	-
Public - Institutional holders	E-Voting	-	4,21,17,513	16.028	4,21,17,513	-	61.888	-
	Poll *	-	2,59,37,364	9.871	2,59,37,364	-	38.112	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	26,27,73,063	6,80,54,877	25.899	6,80,54,877	-	100.000	-
Public-Others	E-Voting	-	9,65,56,987	15.945	9,65,45,552	11,435	79.425	0.009
	Poll *	-	2,49,98,709	4.128	2,49,98,689	20	20.566	0.000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Total	60,55,47,921	12,15,55,696	20.074	12,15,44,241	11,455	99.991	0.009	
Total		89,88,81,472	22,01,71,061	24.494	22,01,59,606	11,455	99.995	0.005

* Voting through Ballot Paper at the AGM



Item No.2 - Re-appointment of Ms Sarojini Dikhale (DIN-02755309), who retires by rotation at this AGM and being eligible, offers herself for re-appointment

Resolution required : Ordinary Resolution

Mode of Voting : Ballot Paper & E-voting

Whether promoter/promoter group are interested in the agenda resolution

No

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	100.000	3,05,60,488	-	100.000	-
	Poll *	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3,05,60,488	3,05,60,488	100.000	3,05,60,488	-	100.000	-
Public - Institutional holders	E-Voting	-	4,21,17,513	16.028	4,21,17,513	-	61.888	-
	Poll *	-	2,59,37,364	9.871	2,59,37,364	-	38.112	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	26,27,73,063	6,80,54,877	25.899	6,80,54,877	-	100.00	-
Public-Others	E-Voting	-	9,65,54,386	15.945	9,65,22,278	32,108	79.408	0.026
	Poll *	-	2,49,98,709	4.128	2,49,98,709	-	20.566	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	60,55,47,921	12,15,53,095	20.073	12,15,20,987	32,108	99.974	0.026
Total		89,88,81,472	22,01,68,460	24.494	22,01,36,352	32,108	99.985	0.015

* Voting Through Ballot Paper at the AGM



Item No.3 - Appointment of Joint Statutory Auditors of the Company and fixing their remuneration

Resolution required : Ordinary Resolution

Mode of Voting : Ballot Paper & E-voting

Whether promoter/promoter group are interested in the agenda resolution

No

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	100.000	3,05,60,488	-	100.000	-
	Poll *	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3,05,60,488	3,05,60,488	100.000	3,05,60,488	-	100.000	-
Public - Institutional holders	E-Voting	-	4,21,17,513	16.028	4,21,17,513	-	61.888	-
	Poll *	-	2,59,37,364	9.871	2,59,37,364	-	38.112	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	26,27,73,063	6,80,54,877	25.899	6,80,54,877	-	100.000	-
Public-Others	E-Voting	-	9,65,55,086	15.945	9,65,38,610	16,476	79.420	0.014
	Poll *	-	2,49,98,689	4.128	2,49,98,689	-	20.566	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	60,55,47,921	12,15,53,775	20.073	12,15,37,299	16,476	99.986	0.014
Total		89,88,81,472	22,01,69,140	24.494	22,01,52,664	16,476	99.993	0.007

* Voting through Ballot Paper at the AGM



Item No.4 - Appointment of Mr. Padmanabhan Iyer as Managing Director and Global CEO

Resolution required : Special Resolution
Mode of Voting : Ballot Paper & E-voting

Whether promoter/promoter group are interested in the agenda resolution No

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)	$\frac{(3)}{((2)/(1))*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	E-Voting	-	3,05,60,488	100.000	3,05,60,488	-	100.000	-
	Poll *	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3,05,60,488	3,05,60,488	100.000	3,05,60,488	-	100.000	-
Public - Institutional holders	E-Voting	-	4,21,17,513	16.028	4,21,17,513	-	61.888	-
	Poll *	-	2,59,37,364	9.871	2,59,37,364	-	38.112	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	26,27,73,063	6,80,54,877	25.899	6,80,54,877	-	100.000	-
Public-Others	E-Voting	-	9,65,52,386	15.945	9,65,28,920	23,466	79.414	0.019
	Poll *	-	2,49,98,709	4.128	2,49,98,709	-	20.566	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	60,55,47,921	12,15,51,095	20.073	12,15,27,629	23,466	99.981	0.019
Total	89,88,81,472	22,01,66,460	24.493	22,01,42,994	23,466	99.989	0.011	

* Voting through Ballot Paper at the AGM



Item No 5 - Issue of equity shares to SREI Alternative Investment Managers Limited - Vision India Fund ("SAIML - VIF") against conversion of a portion of outstanding debt

Resolution required : Special Resolution

Mode of Voting : Ballot Paper & E-voting

Whether promoter/promoter group are interested in the agenda resolution

No

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	100.000	3,05,60,488	-	100.000	-
	Poll *	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	3,05,60,488	3,05,60,488	100.000	3,05,60,488	-	100.000	-
Public - Institutional holders	E-Voting	-	4,21,17,513	16.028	4,21,17,513	-	61.888	-
	Poll *	-	2,59,37,364	9.871	2,59,37,364	-	38.112	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	26,27,73,063	6,80,54,877	25.899	6,80,54,877	-	100.000	-
Public-Others	E-Voting	-	7,52,16,265	12.421	7,51,96,264	20,001	75.042	0.020
	Poll *	-	2,49,88,709	4.127	2,49,98,689	20	24.948	0.000
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	60,55,47,921	10,02,04,974	16.548	10,01,94,953	20,021	99.990	0.020
Total		89,88,81,472	19,88,20,339	22.119	19,88,10,318	20,021	99.995	0.010

* Voting through Ballot Paper at the AGM



Combined Scrutinizer's Report on Remote E-voting & Voting by Poll Paper conducted at the 23rd Annual General Meeting of 3i Infotech Limited held on December 07, 2016.

To,

The Chairman,
3i Infotech Limited
Arya Samaj Hall,
Plot No. 6,
Sector 9A, Vashi,
Navi Mumbai - 400 703.

23rd Annual General Meeting (AGM) of the Equity Shareholders of 3i Infotech Limited held on Wednesday, December 07, 2016 at 04.00 p.m. at Arya Samaj Hall, Plot No. 6, Sector 9A, Vashi, Navi Mumbai - 400 703.

Sub: Passing of Resolution(s) through Remote e-voting and electronic voting by Poll Paper at the venue of the AGM, pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of 3i Infotech Limited has appointed me as the Scrutinizer for the Remote E-voting process, and voting by Poll Paper at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The Company has engaged the services of NSDL as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 23rd AGM of 3i Infotech Limited, which was held on Wednesday, December 07, 2016.



- The Service Provider had set up electronic voting facility on their website of NSDL. 3i Infotech Limited had uploaded all the items of the business to be transacted at the AGM on the website of 3i Infotech Limited and its Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Friday, December 2, 2016.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days i.e. **from Sunday, December 4, 2016 at 9:00 a.m. (0900 hours) Indian Standard Time (IST) and ended on Tuesday, December 6, 2016 at 5:00p.m. IST (1700 hours)**
- At the end of the remote e-voting period on Tuesday, December 6, 2016 at 5:00p.m. IST (1700 hours), the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 23rd AGM of 3i Infotech Limited held on December 7th, 2016, the facility to Voting by Poll Paper was made available to the members of the Company.

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by the way of Poll Paper are as under:

Details	Remote E-voting	Voting by Poll Paper at the AGM	Total voting
Number of members who cast	171	45	216
Total number of Shares held by	16,92,35,188	5,09,36,073	22,01,71,261
Valid votes	As per details provided under each of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	Various as mentioned under each of the Resolution(s)		



Notes:

1. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and voting by the way of Poll Paper at the venue of the AGM.
2. Break up of votes cast through remote e-voting and voting by the way of Poll Paper at the venue of the AGM for each resolution of the Notice is given in a separate sheet attached.

ORDINARY BUSINESS

I) Item No. 1 of the Notice (As an Ordinary Resolution):

Adoption of the audited Profit and Loss Account for the financial year ended March 31, 2016 and the Balance Sheet as on that date, together with the Report of the Directors and Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	22,01,59,606	99.995	11,455	0.005	200

Item No. 1 of the Notice stands passed with the requisite majority

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II) Item No. 2 of the Notice (As an Ordinary Resolution):

Re-appointment of Ms. Sarojini Dikhale (DIN: 02755309), Director retiring by rotation

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted/ Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	22,01,36,352	99.985	32,108	0.015	2,801

Item No. 2 of the Notice stands passed with the requisite majority

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Appointment of Joint Statutory Auditors of the Company and fixing their remuneration.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted/ Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	22,01,52,664	99.993	16,476	0.007	2,121

Item No. 3 of the Notice stands passed with the requisite majority



SPECIAL BUSINESS

IV) Item No. 4 of the Notice (As a Special Resolution):

Notice of AGM for Appointment of Mr. Padmanabhan Iyer as Managing Director & Global CEO

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / less voted / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	22,01,42,994	99.989	23,466	0.011	4,801

Item No. 4 of the Notice stands passed with the requisite majority

V) Item No. 5 of the Notice (As a Special Resolution):

Notice of AGM for Issue of equity shares to SREI Alternative Investment Managers Limited – Vision India Fund against conversion of a portion of outstanding debt.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained /less voted / Invalid votes Nos.
	Nos.	%age	Nos.	%age	
Total votes through Remote e-voting and voting at meeting	19,88,10,318	99.990	20,021	0.010	2,13,40,922

Item No. 5 of the Notice stands passed with the requisite majority



I hereby confirm that I am maintaining the Registers received from the Company (In house RTA) and electronic voting data received from the Service Provider, in respect of the votes cast through Remote e-voting and by way of Poll Paper at the meeting by the Members of 3i Infotech Limited. The relevant records relating to e-voting and voting by the way of Poll Paper is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the AGM Minutes are signed.

Thanking you,
Yours faithfully,

Prakash

Prakash K Pandya
Practicing Company Secretary
COP No. : 2311
Membership No: F3901
Mumbai, 09th December, 2016



Witnesses:

Name: B. Narasimhan

B. Narasimhan

Prabhakar V. Suvarna

Prabhakar V. Suvarna

Countersigned and received the report:

Rajeev Limaye

Signed by Mr. *Rajeev Limaye*
Authorized by the Board

Place: Mumbai

Date: *09th December, 2016*

3i Infotech Limited Limited AGM held on 7th December 2016
Final tally of the votes cast for the matters placed for consideration of the shareholders

Details	Ordinary/ Special	Res No	Mode of voting	No of Share holders	FAVOUR				AGAINST			VALID VOTES POLLED		INVALID VOTES	
					Total Shares	No of Share holders	Shares	% age	No of Share holders	Shares	% age	No of Share holders	shares	No of Share holders	Shares
Adoption of the audited Profit and Loss Account for the financial year ended March 31, 2016 and the Balance Sheet as on that date, together with the Reports of the Directors and Auditors thereon			Remote E-voting	171	169235188	161	169223553	99.993	8	11435	0.007	169	169234988	2	200
	Ordinary	1	Voting at AGM by ballot	45	50936073	44	50936053	100.000	1	20	0.000	45	50936073	0	0
			TOTAL	216	220171261	205	220159606	99.995	9	11455	0.005	214	220171061	2	200
Re-appointment of Ms.Sarojini Dikhale (DIN-02755309), who retires by rotation at this AGM and being eligible, offers herself for re-appointment			Remote E-voting	171	169235188	147	169200279	99.981	21	32108	0.019	168	169232387	3	2801
	Ordinary	2	Voting at AGM by ballot	45	50936073	45	50936073	100.000	0	0	0.000	45	50936073	0	0
			TOTAL	216	220171261	192	220136352	99.985	21	32108	0.015	213	220168460	3	2801
Appointment of Joint Statutory Auditors of the Company and fixing their remuneration			Remote E-voting	171	169235188	157	169216611	99.990	11	16476	0.010	168	169233087	3	2101
	Ordinary	3	Voting at AGM	45	50936073	44	50936053	100.000	0	0	0.000	44	50936053	1	20
			TOTAL	216	220171261	201	220152664	99.993	11	16476	0.007	212	220169140	4	2121
Appointment of Mr. Padmanabhan Iyer as Managing Director and Global CEO			Remote E-voting	171	169235188	149	169206921	99.986	18	23466	0.014	167	169230387	4	4801
	Special	4	Voting at AGM by ballot	45	50936073	45	50936073	100.000	0	0	0.000	45	50936073	0	0
			TOTAL	216	220171261	194	220142994	99.989	18	23466	0.011	212	220166460	4	4801
Issue of equity shares to SREI Alternative Investment Managers Limited - Vision India Fund ("SAIML - VIF") against conversion of a portion of outstanding debt			Remote E-voting	171	169235188	145	147874265	99.986	10	20001	0.014	155	147894266	16	21340922
	Special	5	Voting at AGM by ballot	45	50936073	44	50936053	100.000	1	20	0.000	45	50936073	0	0
			TOTAL	216	220171261	189	198810318	99.990	11	20021	0.010	200	198830339	16	21340922

T. Candia Mumbai,  2016