

January 23, 2017

The Manager,
BSE LTD
PJ Tower, Dalal Street,
Fort, Mumbai -400 001

Dear Sir,

BSE Scrip Code -532628

Sub: Outcome of Board Meeting

This is to inform you that the Board of Directors ('the Board') of the Company at its Meeting held on January 23, 2017, has approved the Unaudited Financial Results of the Company for the quarter and period ended December 31, 2016. Please find enclosed herewith copy of Unaudited Financial Results for the quarter and period ended December 31, 2016 and Limited Review Report as per the prescribed format pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR').


We wish to further inform that Mr. S. L. Jain has been appointed as a Nominee Director (Allahabad Bank) of the Company with immediate effect.

Kindly take the above on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For **3i Infotech Limited**


Rajeev Limaye
Company Secretary



3i Infotech Limited

CIN : L67120MH1993PLC074411
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International Infotech Park
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Lodha & Company
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40, A. Doshi Marg
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GMJ & Co.
3rd & 4th Floor, 'B' Wing
Vaastu Darshan, Azad Road,
Andheri East, Mumbai 400 069
email: audit@gmj.co.in

LIMITED REVIEW REPORT

Review report

To the Board of Directors 3i Infotech Limited

We have reviewed the accompanying statement of unaudited consolidated financial results (the statement) of **3i Infotech Limited** (herein after referred to as "the Parent Company"), subsidiaries & a joint venture (the Parent Company, subsidiaries and a joint venture together referred to as "the Group") for the nine months period ended December 31, 2016 attached herewith, being submitted by the Company management pursuant to the requirement of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. 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 these financial statements based on our review.

We conducted our review 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 financial statements are 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.

We did not review the financial results of one subsidiaries included in the unaudited consolidated financial results, whose financial results reflect total assets of Rs. 129.67 crore as at December 31, 2016 and the total revenue of Rs. Nil for the quarter and period ended December 31, 2016, respectively. The unaudited consolidated financial results also include the Group's share of profit/loss Rs. Nil for the quarter and period ended December 31, 2016 of a joint venture company whose financial results have not been reviewed by us. These financial results/financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and the joint venture is based solely on such unaudited 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.

The consolidated financial results include the results of various entities as given in the attached annexure.

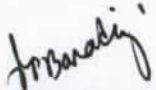
Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying results of unaudited consolidated financial results prepared in accordance with applicable Indian Accounting Standards and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/15/2015 dated November 30, 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

Without qualifying, we draw attention to the fact that the financial results of the Group has been prepared on a going concern basis, in view of expected continued support of the lenders and also meeting its financial obligations based on the projected operational performance in accordance with Supplemental Restructuring Agreement sanctioned in April, 2016. Also, refer note (6) of the consolidated financial results.

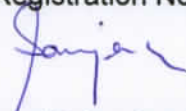
For LODHA & Company
Chartered Accountants
Firm Registration No: 301051E



R.P. Baradiya
Partner
Membership No. 44101
Place: Mumbai
Date: January 23, 2017



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



Sanjeev Maheshwari
Partner
Membership No.38755
Place: Mumbai
Date: January 23, 2017



3i Infotech Limited

Annexure to Consolidated limited review report for the quarter ended December 31, 2016:

Sr. No.	Subsidiaries reviewed by us:
1	3i Infotech Asia Pacific Pte. Ltd., Singapore
2	3i Infotech SDN BHD, Malaysia
3	3i Infotech Services SDN BHD, Malaysia
4	3i Infotech (Thailand) Ltd., Thailand
5	3i Infotech Saudi Arabia LLC, Saudi Arabia
6	3i Infotech (Middle East) FZ LLC, UAE
7	3i Infotech (Africa) Ltd., Kenya
8	3i Infotech Trusteeship Services Ltd. , India (upto 15 th October, 2015)
9	3i Infotech Consultancy Services Ltd., India
10	3i Infotech BPO Limited, India
11	3i Infotech Holdings Private Ltd., Mauritius
12	3i Infotech Inc., USA
13	3i Infotech Financial Software Inc., USA
14	Locuz Enterprises Solutions Ltd., India
15	Elegon Infotech Ltd., China
16	3i Infotech (South Africa)(Pty) Limited, Republic of South Africa
17	3i Infotech (UK) Limited
18	3i Infotech (Western Europe) Holdings Limited
19	3i Infotech (Western Europe) Group Limited
20	Rhyme Systems Limited
21	Black Barret Holdings Ltd., Cyprus
22	IFRS Cloud Solutions Limited, India
23	Locuz Inc., USA
	Subsidiaries not reviewed
1	Professional Access Software Development Pvt. Ltd., India
	Joint venture not reviewed
1	Process Central Limited, Nigeria- Joint Venture



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LIMITED REVIEW REPORT

Review report

**To the Board of Directors
3i Infotech Limited**

We have reviewed the accompanying statement of unaudited standalone financial results (the statement) of **3i Infotech Limited** ('the Company') for the nine months period ended December 31, 2016, attached herewith, being submitted by the Company pursuant to the requirement of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. 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 these financial results based on our review.

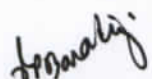
We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial results are 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 above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results prepared in accordance with applicable Indian Accounting Standards and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/15/2015 dated November 30, 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

Without qualifying, we draw attention to the fact that the standalone financial results of the Company has been prepared on a going concern basis, in view of expected continued support of the lenders and also meeting its financial obligations based on the projected operational performance in accordance with Supplemental Restructuring Agreement sanctioned in April, 2016. Also, refer note (7) of the standalone financial results.

For LODHA & Company
Chartered Accountants
Firm Registration No: 301051E


R.P. Baradiya
Partner
Membership No. 44101
Place: Mumbai
Date: January 23, 2017



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


Sanjeev Maheshwari
Partner
Membership No. 38755
Place: Mumbai
Date: January 23, 2017



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.: 022-6792 8000

Part I : Statement of Consolidated Unaudited Financial Results for the Quarter and Nine months ended December 31, 2016

(Rupees in Lacs)

Particulars	3 months ended (31/12/2016) (Unaudited)	Preceding 3 months ended (30/09/2016) (Unaudited)	Corresponding 3 months ended in the previous year (31/12/2015) (Unaudited)	Year to Date figures for current period ended (31/12/2016) (Unaudited)	Year to Date figures for previous period ended (31/12/2015) (Unaudited)
1 Income from Operations					
(a) Income from Operations	24,800	24,514	28,640	74,827	85,384
Total Income from Operations (net)	24,800	24,514	28,640	74,827	85,384
2 Expenses					
(a) Employee benefits expense	12,742	15,060	15,939	43,262	48,314
(b) Depreciation and amortization expense	344	353	5,061	1,127	14,966
(c) Item exceeding 10% of the total expenses :					
Cost of third party products / outsourced services & bought out items	5,355	4,255	5,766	13,025	16,241
(d) Other expenses	2,738	2,136	3,085	7,291	9,764
Total Expenses	21,179	21,804	29,851	64,705	89,285
3 Profit / (Loss) from operations before other income, finance costs and exceptional items and Tax (1-2)	3,621	2,710	(1,211)	10,122	(3,901)
4 Other Income	816	302	64	1,334	336
5 Foreign Exchange Loss / (Gain)	(147)	(1,438)	1,047	(2,131)	4,372
6 Profit / Loss from ordinary activities before finance costs and exceptional items (3+/-4+/-5)	4,584	4,450	(2,194)	13,587	(7,937)
7 Finance costs	2,282	2,240	5,676	7,004	17,160
8 Profit / (Loss) from ordinary activities after finance costs but before exceptional items (6+/-7)	2,302	2,211	(7,870)	6,583	(25,097)
9 Exceptional Items	-	-	-	-	-
10 Profit / (Loss) from ordinary activities before tax (8+/-9)	2,302	2,211	(7,870)	6,583	(25,097)
11 Less / (Add): Tax expense	401	53	656	508	2,036
12 Net Profit (+)/Loss(-) from ordinary activities after tax (10+/-11)	1,901	2,158	(8,526)	6,075	(27,133)
Attributable to:					
Shareholders of the company	1,995	2,171	(8,476)	6,237	(26,925)
Non Controlling interest	(94)	(16)	(50)	(162)	(208)
13 Extra ordinary items	-	-	-	-	-
14 Net Profit / (Loss) for the period (12+/-13)	1,901	2,158	(8,526)	6,075	(27,133)
Attributable to:					
Shareholders of the company	1,995	2,174	(8,476)	6,237	(26,925)
Non Controlling interest	(94)	(16)	(50)	(162)	(208)
15 Other Comprehensive income	(76)	726	(54)	546	(102)
16 Total Comprehensive income (14+15)	1,825	2,884	(8,580)	6,621	(27,235)
Attributable to:					
Shareholders of the company	1,920	2,897	(8,530)	6,784	(27,027)
Non Controlling interest	(95)	(16)	(50)	(163)	(208)
17 Paid-up equity share capital (Face value of Rs. 10 per share)	1,04,745	89,888	63,619	1,04,745	63,619
Basic earnings per share (₹)	0.17	0.25	(1.35)	0.56	(4.40)
Diluted earnings per share (₹)	0.17	0.25	(1.35)	0.56	(4.40)





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.:022-6792 8000

Part I : Statement of Consolidated Unaudited Financial Results for the Quarter and Nine months ended December 31, 2016

(Rupees in Lacs)

Particulars	3 months ended (31/12/2016) (Unaudited)	Preceding 3 months ended (30/09/2016) (Unaudited)	Corresponding 3 months ended in the previous year (31/12/2015) (Unaudited)	Year to Date figures for current period ended (31/12/2016) (Unaudited)	Year to Date figures for previous period ended (31/12/2015) (Unaudited)
1 Segment Revenue					
a IT Solutions	23,677	23,460	27,116	70,678	80,800
b Transaction Services	1,123	1,054	1,524	4,149	4,584
Total Net sales/Income From Operations (a+b)	24,800	24,514	28,640	74,827	85,384
2 Segment Results					
a IT Solutions	6,408	5,836	6,939	18,628	21,059
b Transaction Services	301	304	384	1,049	1,283
Total	6,709	6,140	7,323	19,677	22,342
Less:					
(i) Operating, Selling and Other expenses	1,112	2,470	3,345	5,758	10,605
(ii) Finance costs	2,282	2,240	5,676	7,004	17,160
(iii) Depreciation & Amortization	344	353	5,061	1,127	14,966
(iv) Foreign Exchange loss/(gain)	(147)	(1,438)	1,047	(2,131)	4,372
Add:					
(v) Un-allocable income	816	302	64	1,334	336
Total Profit (+) / Loss (-) Before Tax	2,302	2,211	(7,870)	6,583	(25,097)

The 3i Infotech group ("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 and nine months ended December 31, 2016 have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on January 23, 2017.

² The Company adopted Indian Accounting Standards ("Ind AS") from April 1, 2016 and accordingly these financial results have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under and the other accounting principles generally accepted in India. Financial results for all the periods presented have been prepared in accordance with the recognition and measurement principles of Ind AS 34.

³ The statement does not include Ind AS compliant results for the previous year ended March 31, 2016 as the same are not mandatory as per SEBI Circular dated July 5, 2016.

⁴ The Limited Review under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 has been carried out by the Statutory Auditors.

⁵ Pursuant to the Debt Restructuring Scheme, during the quarter ended December 31, 2016, the Company issued 15,165,824 equity shares of Rs.10 each issued at a premium of Rs. 6.50 per share amounting to Rs. 2,502.36 lacs and issued 190,356 equity shares of Rs. 10 each at a premium of 155.935 per share amounting to Rs. 315.87 lacs to the FCCB holders. The Company also issued to FCCB holders 173,230,607 equity shares of Rs. 10 each at par amounting to Rs. 17,323.06 lacs of which 40,021,201 equity shares are held in abeyance.

⁶ Pursuant to receiving approvals from Corporate Debt Restructuring Empowering Group and FCCB holders to the debt restructuring scheme in April and August 2016 respectively, the Company has given effect of the scheme in the Financial Results for quarter/financial year ended March 31, 2016. Post the approval of Debt Restructuring Scheme, the Company is confident of meeting its financial obligations as projected in the said scheme. Accordingly, these Financial Results have been prepared on a going concern basis.

⁷ Figures for the previous period 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 Lacs)

Particulars	3 months ended (31/12/2016) (Unaudited)	Preceding 3 months ended (30/09/2016) (Unaudited)	Corresponding 3 months ended in the previous year (31/12/2015) (Unaudited)	Year to Date figures for current period ended (31/12/2016) (Unaudited)	Year to Date figures for previous period ended (31/12/2015) (Unaudited)
Net Sales/Income from Operations	6,457	5593	7,955	20,183	24,540
Profit / (Loss) Before Tax and Exceptional Items	5,679	1444	(1,814)	8,674	(23,182)
Profit / (Loss) Before Tax After Exceptional Items	5,679	1444	(1,814)	8,674	(23,182)
Profit / (Loss) After Tax and Exceptional Items	5,679	1425	(1,872)	8,655	(22,499)
Profit / (Loss) After Discontinuing Operations	5,679	1425	(1,872)	8,655	(22,499)

⁹ The standalone financial results will be available on the NSE website www.nseindia.com and the BSE website www.bseindia.com, in addition to the Company's website.

Navi Mumbai
January 23, 2017



By order of the Board
for 3i Infotech Limited

Pramanabhan 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.:022-6792 8000

Part I : Statement of Standalone Unaudited Financial Results for the Quarter and Nine months ended December 31, 2016

Particulars	3 months ended (31/12/2016) (Unaudited)	Preceding 3 months ended (30/09/2016) (Unaudited)	Corresponding 3 months ended in the previous year (31/12/2015) (Unaudited)	Year to Date figures for current period ended (31/12/2016) (Unaudited)	Year to Date figures for previous period ended (31/12/2015) (Unaudited)
1 Income from Operations					
(a) Income from Operations	6,457	5,593	7,955	20,183	24,540
Total Income from Operations (net)	6,457	5,593	7,955	20,183	24,540
2 Expenses					
(a) Employee benefits expense	649	2,461	2,244	5,894	9,277
(b) Depreciation and amortization expense	176	154	5,222	559	15,561
(c) Item exceeding 10% of the total expenses :					
Cost of third party products / outsourced services & bought out items	99	1,317	829	2,606	3,734
(d) Other expenses	2,021	(396)	1,421	2,752	4,263
Total Expenses	2,945	3,536	9,716	11,811	32,835
3 Profit / (Loss) from operations before other income, finance costs and exceptional items and Tax (1-2)	3,512	2,057	(1,761)	8,372	(8,295)
4 Other Income	2,006	1,173	5,304	4,849	7,302
5 Foreign Exchange Loss / (Gain)	(2,399)	(332)	123	(2,100)	5,929
6 Profit / Loss from ordinary activities before finance costs and exceptional items (3+/-4+/-5)	7,917	3,562	3,420	15,321	(6,922)
7 Finance costs	2,238	2,118	5,234	6,647	16,260
8 Profit / (Loss) from ordinary activities after finance costs but before exceptional items (6+/-7)	5,679	1,444	(1,814)	8,674	(23,182)
9 Exceptional Items	-	-	-	-	-
10 Profit / (Loss) from ordinary activities before tax (8+/-9)	5,679	1,444	(1,814)	8,674	(23,182)
11 Tax expense	-	19	58	19	(683)
12 Net Profit (+)/Loss(-) from ordinary activities after tax (10+/-11)	5,679	1,425	(1,872)	8,655	(22,499)
13 Extra ordinary items	-	-	-	-	-
14 Net Profit / (Loss) for the period (12+/-13)	5,679	1,425	(1,872)	8,655	(22,499)
15 Other Comprehensive income	(30)	437	1	371	(65)
16 Total Comprehensive income (14+15)	5,649	1,862	(1,871)	9,026	(22,564)
17 Paid-up equity share capital (Face value of Rs. 10 per share)	1,04,745	89,888	63,619	1,04,745	63,619
Basic earnings per share (₹)	0.52	0.30	(0.30)	0.80	(3.64)
Diluted earnings per share (₹)	0.52	0.30	(0.30)	0.80	(3.64)

Notes:

- The standalone financial results of the Company for the quarter and nine months ended December 31, 2016 have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on January 23, 2017.
- The Company adopted Indian Accounting Standards ("Ind AS") from April 1, 2016 and accordingly these financial results have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under and the other accounting principles generally accepted in India. Financial results for all the periods presented have been prepared in accordance with the recognition and measurement principles of Ind AS 34.
- The statement does not include Ind AS compliant results for the previous year ended March 31, 2016 as the same are not mandatory as per SEBI Circular dated July 5, 2016.
- The Limited Review under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 has been carried out by the Statutory Auditors.
- Pursuant to the Debt Restructuring Scheme, during the quarter ended December 31, 2016, the Company issued 15,165,824 equity shares of Rs.10 each issued at a premium of Rs. 6.50 per share amounting to Rs. 2,502.36 lacs and issued 190,356 equity shares of Rs. 10 each at a premium of 155.935 per share amounting to Rs. 315.87 lacs to the FCCB holders. The Company also issued to FCCB holders 173,230,607 equity shares of Rs. 10 each at par amounting to Rs. 17,323.06 lacs of which 40,021,201 equity shares are held in abeyance.
- During the current quarter ended December 31, 2016, based on the expert opinion obtained, the Company has crystallized the liability reflected in Dubai Branch relating to IPR Payable to its overseas subsidiary at the closing exchange rate as on the last Reporting Period ended September 30,2016. Accordingly, foreign exchange gain on reinstatement of the said liability of Rs.1877 lacs has been accounted in the current quarter.
- Pursuant to receiving approvals from Corporate Debt Restructuring Empowering Group and FCCB holders to the debt restructuring scheme in April and August 2016 respectively, the Company has given effect of the scheme in the Financial Results for quarter/financial year ended March 31, 2016. Post the approval of Debt Restructuring Scheme, the Company is confident of meeting its financial obligations as projected in the said scheme. Accordingly, these Financial Results have been prepared on a going concern basis.
- Figures for the previous period have been regrouped/rearranged wherever necessary to conform to the presentation of the current period.
- Reconciliations between consolidated and unconsolidated financial results, as previously reported (referred to as "Previous GAAP") and Ind AS for quarters/year presented are as under:



TOTAL COMPREHENSIVE INCOME RECONCILIATION

(Rupees in Lacs)

	Consolidated		Standalone	
	For the Quarter ended December 31, 2015	For Nine months ended December 31, 2015	For the Quarter ended December 31, 2015	For Nine months ended December 31, 2015
Net Profit under Previous GAAP	(7,908)	(24,700)	(1,765)	(23,106)
Actuarial (gain)/loss on employee defined benefit funds recognized in Other Comprehensive Income	54	102	(1)	65
Add : Financial Guarantee Commission Income booked	-	-	34	102
Effect on fair valuation of financial Instruments	(900)	(2,664)	(82)	(243)
Deferred tax on above adjustments (net)	228	129	(58)	683
Net Profit for the period under Ind AS	(8,526)	(27,133)	(1,872)	(22,499)
Other Comprehensive Income	(54)	(102)	1	(65)
Total Comprehensive Income under Ind AS	(8,580)	(27,235)	(1,871)	(22,564)

Navi Mumbai
January 23, 2017



By order of the Board
For 3i Infotech Limited

[Signature]

Parmanandhwar
Managing Director and Global CEO