



## FINANCIAL TECHNOLOGIES (INDIA) LIMITED

Regd. Office: Shakti Tower-1, 7<sup>th</sup> Floor, Premises-E, 766, Anna Salai, Thousand Lights, Chennai 600 002.  
CIN No. L29142TN1988PLC015586 | Tel: +91-22-6686 8010 | Fax: +91-22-6725 0257 | E-mail: info@ftindia.com  
www.ftindia.com

## NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of Financial Technologies (India) Limited ("the Company") will be held on Tuesday, the 23<sup>rd</sup> September 2014 at 2:00 P.M. at Kasturi Srinivasan Hall, The Music Academy, Madras, New no. 168 (old no. 306), TTK Road, Chennai - 600 014 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2014 and the Profit & Loss Account for the year ended on that date together with the Schedules attached thereto, and the Reports of the Board of Directors' and Auditors' thereon.
2. To ratify the payment of Interim Dividend(s) made in financial year 2013-14 and to declare a Final Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Dewang Neralla (DIN 00107134), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To approve the appointment of M/s. Sharp & Tannan Associates, Chartered Accountants, Statutory Auditors of the Company, w.e.f. June 25, 2014 made by the Board of Directors of the company to fill the casual vacancy caused by the resignation of erstwhile Statutory Auditors, who shall hold office till the conclusion of ensuing Annual General Meeting. The following resolution, if thought fit, is to be passed, with or without modification(s), as an Ordinary resolution;

**"RESOLVED THAT** pursuant to the provisions of section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Board of Directors of the Company, the appointment of M/s Sharp & Tannan Associates, Chartered Accountants, (ICAI Registration No. 109983W), as the Statutory Auditors of the Company w.e.f. June 25, 2014 till the conclusion of this Annual General Meeting of the Company, be and is hereby approved at a remuneration and reimbursement of out-of-pocket expenses, if any, as may be mutually agreed to, between the Board of Directors/Audit Committee and M/s Sharp & Tannan Associates."

5. To appoint Auditors and fix their remuneration and in this regard to consider and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139-142 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s Sharp & Tannan Associates, Chartered Accountants, (ICAI Registration No. 109983W) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of sixth Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting, at an annual remuneration and reimbursement of out-of-pocket expenses, if any, as may be mutually agreed to, between the Board of Directors/Audit Committee and M/s. Sharp & Tannan Associates.”

**SPECIAL BUSINESS:**

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of Sections 149, 152, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Venkat Chary (DIN: 00273036), who was appointed as an additional, Non-executive Independent Director on 10<sup>th</sup> October 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 23<sup>rd</sup> September 2014, subject to Mr. Venkat Chary satisfying the criteria of independence in terms of the Companies Act 2013 and the Listing Agreement, and shall not be liable to retire by rotation.”

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provisions of Sections 149, 152, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Justice Rajan J. Kochar (Retd.) (DIN: 06710558), who was appointed as an additional, Non-executive Independent Director on 10<sup>th</sup> October 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of

Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 23<sup>rd</sup> September 2014, subject to Justice Rajan J. Kochar (Retd.) satisfying the criteria of independence in terms of the Companies Act 2013 and the Listing Agreement, and shall not be liable to retire by rotation.”

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Achudananarayanan Nagarajan (DIN: 02107169), who was appointed as an additional, Non-executive Independent Director on 25th October 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 23<sup>rd</sup> September 2014, subject to Mr. Achudananarayanan Nagarajan satisfying the criteria of independence in terms of the Companies Act 2013 and the Listing Agreement, and shall not be liable to retire by rotation.”

9. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajendran Soundaram (DIN: 02686150), who was appointed as an additional, Non-executive Independent Director on 29th November 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 23<sup>rd</sup> September 2014, subject to Mr. Rajendran Soundaram satisfying the criteria of independence in terms of the Companies Act 2013 and the Listing Agreement, and shall not be liable to retire by rotation.”

10. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time, applicable Clauses of the Listing

Agreement with the Stock Exchanges where the securities of the Company are listed, the Companies Act, 1956 and other applicable laws for the time being in force, consent of the Company be and is hereby accorded to re-price the unexercised Employee Stock Options granted by the Company to the Employees of the Company (including the Directors of the Company but excluding Promoter Directors and promoter group) and to such persons who are in permanent employment of the subsidiary Company(ies) (including the Directors of the subsidiary Company(ies), whether working in India or abroad but excluding Promoter Directors and promoter group) under the Employee Stock Options Scheme – 2009 (ESOP 2009) at a discount of 25% on the closing price of the day prior to the meeting of the Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Nomination and Remuneration Committee be and is hereby authorised on behalf of the Company to do all such things, deeds and acts and to execute and deliver all such instruments, documents, directions and writings and perform such other things as may be necessary, desirable or useful for the purpose of giving effect to the foregoing resolution, including but not limited to, amending the ESOP 2009 Scheme.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Company Secretary, be and are hereby severally authorized on behalf of the Company to inform/make necessary filings to the Stock Exchanges and/or applicable regulatory authorities about the re-pricing of stock options and completing all other necessary formalities as may be required.

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted pursuant to the exercise of the Options shall rank pari passu in all respects with the existing equity shares of the Company.”

11. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time, applicable Clauses of the Listing Agreement with the Stock Exchanges where the securities of the Company are listed, the Companies Act, 1956 and other applicable laws for the time being in force, consent of the Company be and is hereby accorded to re-price the unexercised Employee Stock Options granted by the Company to the Employees of the Company (including the Directors of the Company but excluding Promoter Directors and promoter group) and to such persons who are in permanent employment of the subsidiary Company(ies) (including the Directors of the subsidiary Company(ies), whether working in India or abroad but excluding Promoter Directors and promoter group) under the Employee Stock Options Scheme – 2010 (ESOP 2010) at a discount of 25% on the closing price of the day prior to the meeting of the Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Nomination and Remuneration Committee be and is hereby authorised on behalf of the Company to do all such things, deeds and acts and to execute and deliver all such instruments, documents, directions and writings and perform such other things as may be necessary, desirable or useful for the purpose of giving effect to the foregoing resolution, including but not limited to, amending the ESOP 2010 Scheme.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Company Secretary, be and are hereby severally authorized on behalf of the Company to inform/make necessary filings to the Stock Exchanges and/or applicable regulatory authorities about the re-pricing of stock options and completing all other necessary formalities as may be required.

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted pursuant to the exercise of the Options shall rank pari passu in all respects with the existing equity shares of the Company.”

By Order of the Board

sd/-

**Hariraj Chouhan**

Vice President &  
Company Secretary

Place: Mumbai

Date: 9<sup>th</sup> August, 2014

## NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed hereto, and forms part of the Notice.
2. **A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the Company. A person appointed as proxy, shall act as a proxy for not more than 50 members and holding in aggregate not more than 10% of the total paid up share capital of the Company. A member holding more than 10% of the paid up share capital of the Company may appoint a single person as proxy and such person appointed cannot act as proxy for any other member.**
3. **Instrument of proxy, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.**
4. Members/Proxies are requested to fill in the enclosed attendance slip and deposit it at the entrance of the meeting hall.
5. The relevant details as required by Clause 49(IV)(G)(i) of the Listing Agreements entered into with the Stock Exchanges, of Directors seeking appointment/re-appointment are annexed herewith.
6. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (except Saturdays) from 10.00 AM to 1.00 PM upto the date of the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **20<sup>th</sup> September, 2014 to 23<sup>rd</sup> September, 2014 (both days inclusive)** in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the Listing Agreement entered into with the stock exchanges.
8. If the Final Dividend, as recommended by the Board of Directors is approved by the members at the meeting, payment of such dividend will be made to those Members whose names shall appear on the Company's Register of Members after entertaining all valid requests for transfer of shares lodged on or before 19<sup>th</sup> September, 2014. In respect of the shares held in electronic form, the dividend will be payable on the basis of beneficial ownership, as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited as on 19<sup>th</sup> September, 2014.
9. Pursuant to the provisions of Section 205A(5) and section 205C of the Companies Act, 1956, the Company has during the year transferred unpaid/unclaimed final dividend for the F.Y. 2005-06 and three Interim Dividends for the F.Y. 2006-07 to Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 25<sup>th</sup> September, 2013 (date of last Annual General Meeting) on the website of the Company i.e. [www.ftindia.com](http://www.ftindia.com) under Investors section.

10. Those Members who have so far not encashed their dividend warrants from the financial year 2007-08 onwards, may approach the Registrar and Share Transfer Agent, M/s. KARVY Computershare Private Limited at the address mentioned elsewhere in the Notice for the payment without further delay as the said unpaid dividend will be transferred to the Investor Education and Protection Fund of the Central Government, pursuant to Section 205C of the Companies Act, 1956. Shareholders are requested to note that no claim shall lie against the said Fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of 7 years and transferred to Investor Education and Protection Fund of the Central Government.

11. The Company is pleased to provide evoting facility to its members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement. This facility is provided to the members to enable them to cast their votes electronically in respect of the businesses to be transacted at this Annual General Meeting through systems provided by Company's Registrar & Share Transfer Agent M/s Karvy Computershare Private Limited. Your Board of Directors has appointed Mr. B. Narasimhan, proprietor of M/s. BN & Associates, Company Secretaries, Mumbai, as the Scrutinizer for conducting the evoting process in a fair and transparent manner.

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 16<sup>th</sup> September 2014 at 10:00 am

End of e-voting : Up to 18<sup>th</sup> September 2014 at 06:00 pm

The cut-off date for the purpose of e-voting is 8<sup>th</sup> August 2014.

12. The Login ID and password for e-voting along with the process, manner and instructions for e-voting along with the physical copy of the Notice of the AGM is being sent to the members, who have not registered their e-mail IDs with the Registrar and Share Transfer Agent of the Company / Depository Participants. Those members who have registered their e-mail IDs with the Registrar and Share Transfer Agent / their respective Depository Participants are being forwarded the Login ID and password for e-voting along with the process, manner and instructions over e-mail.

13. Members are requested to notify to the Registrar and Share Transfer Agent of the Company at KARVY Computershare Private Limited, Plot No. 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad 500 081, in respect of:

- i. Change in address
- ii. Consolidation of holdings
- iii. Residential status from NRI to Resident Indian or vice versa
- iv. Change in particulars of NRE Bank Account with complete address

14. Corporate Members are requested to send a duly certified copy of the Board Resolution or Power Of Attorney duly authorizing their representative to attend and vote at the Annual General Meeting.

15. The Certificate from the Auditors of the Company certifying that the Employees Stock Option Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time, and in accordance with the resolution of the general meeting will be available for inspection to Members at the forthcoming Annual General Meeting.
16. Members seeking any further information relating to the Accounts should write to the CFO of the Company at its Corporate Office at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093, or send an e-mail at [info@ftindia.com](mailto:info@ftindia.com).
17. Members are requested to bring their copies of Annual Report for the meeting. Members holding shares in physical form are requested to get them dematerialized, as the shares of the Company are traded under compulsory demat system.
18. The Securities and Exchange Board of India (SEBI) has notified that, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit their PAN details to their Depository Participant, whereas members holding shares in physical form are requested to submit the PAN details to the Company's Registrars and Transfer Agents.
19. Re-appointment of Directors: Mr. Dewang Neralla (DIN 00107134) retires by rotation at the ensuing Annual General Meeting. The Director, being eligible, offers himself for re-appointment. The information relating to Mr. Dewang Neralla to be provided in terms of Clause 49 of the Listing Agreement entered into with the stock exchanges is annexed herewith.
20. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode. As per Green Initiative in Corporate Governance initiated by the Ministry of Corporate Affairs, members are requested to register their e-mail address with the Company's Registrar and Share Transfer Agent, M/s. KARVY Computershare Private Limited to receive the Annual Report and other Communication(s) from the Company in electronic mode.

By Order of the Board

sd/-

**Hariraj Chouhan**

Vice President &  
Company Secretary

Place: Mumbai

Date: 9<sup>th</sup> August, 2014



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:****Item No. 6 to 9**

In terms of Section 149 of the Companies Act 2013, a Listed Company shall have at least one-third of the total number of directors as independent directors and pursuant to Clause 49 of the Listing Agreement, a company whose Chairman of the Board is a non-executive Director, at least one-third of the Board should comprise of independent directors.

Further, pursuant to sub-Section 7 and 8 of Section 149 of the said Act, the independent director shall give a declaration to the company that he meets the criteria of independence and he shall be abide by the provisions specified in Schedule IV "Code for Independent Directors" of the Companies Act 2013 respectively. An independent Director shall hold office for a term of 5 consecutive years on the Board of the Company, but shall be eligible for reappointment on passing of a special resolution by the Company and an independent director shall not be required to be retire by rotation in terms of Section 152 of the Act.

Out of 7 Directors on the Board of the Company, your Company presently has 4 (Four) non-executive Independent Directors on the Board of the Company who are eligible to be retired by rotation. Mr. Venkat Chary is Non-executive Chairman of the Board of the Company.

In terms of the aforesaid composition of the Board, your company complies with the provisions of Section 149 of the Companies Act 2013 as well as the Listing Agreement.

To bring the appointment of the independent directors in line with the provisions of the Companies Act 2013, the resolutions are proposed as ordinary resolutions, appointing the independent directors for a term which shall not exceed for a period of five years and shall not be required to be retire by rotation.

Except the appointing Independent Directors, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolutions for your approval.

**Item no. 10 & 11**

With the objective of attracting and retaining employees, motivating and enabling employees to participate in the future growth of the Company, to achieve sustained growth of the Company and enhance shareholder value by aligning the interests of the Employees with the long term interest of the Company and to create a sense of ownership and participation amongst the employees, the Members of the Company passed a Special Resolution at the 21<sup>st</sup> and 22<sup>nd</sup> Annual General Meeting of the Company held on 25th September 2009 and 29th September 2010, respectively, authorising the Board/ Remuneration and Compensation Committee to grant upto 9,00,000 Stock Options each to certain eligible employees under the ESOP 2009 and ESOP 2010 scheme (Schemes).

The erstwhile Remuneration and Compensation Committee on 14<sup>th</sup> March 2012 based on shareholders' approval, granted 9,00,000 ESOP's each under Schemes respectively to eligible employees at a grant price of ₹ 770/- per Option. The said Committee granted on 5<sup>th</sup> March 2013, 1,86,630 Options (out of lapsed / cancelled Options) at a grant price of ₹ 807.70/- per Option. One Option is convertible into One Equity Share of Face Value ₹ 2/- each of the Company upon exercising.

These Options under the Schemes were granted at a market price pursuant to the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("SEBI Guidelines"), post granting of Options to the employees, the price of the Company's shares have gone down significantly more particularly due to the crisis in one of the subsidiary of the Company. Therefore, the Options granted to the employee have become unattractive and for obvious reason none of the employees have exercised the Options on respective due dates, as a result, the employees could not derive any benefit out of the Options granted to them. The company has, therefore, thought it would be prudent to re-price these Options and further authorizes the Board/ Nomination and Remuneration Committee ("committee"), to re-price the Options at a discount of 25% on the closing price of the day prior to the meeting of the Nomination and Remuneration Committee to retain the employees and achieve the objective of the Schemes.

It is therefore proposed to obtain the approval of the Members on the proposed resolutions stated at Item 10 to 11 as Special Resolution and to authorize the Board/Committee to act in the manner set out in the proposed Special Resolutions.

None of the Directors of the Company are in any way concerned or interested in the Resolution.

The key managerial personnel of the company except promoter Directors are deemed to be interested in the Resolution to the extent of options granted to them.

To the best of our information and knowledge, none of the relatives of the Directors and the key managerial personnel of the company are interested in the Resolution.

The Board recommends the resolutions for the approval of Members.

By Order of the Board

sd/-

Place: Mumbai

Date: 9<sup>th</sup> August, 2014

**Hariraj Chouhan**

Vice President &  
Company Secretary

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING****(Pursuant to Clause 49 of the Listing Agreement)**

<b>Directors retiring by rotation, being eligible, offering themselves for appointment/re-appointment</b>					
<b>Name of the Director</b>	<b>Mr. Venkat Chary</b>	<b>Justice R. J. Kochar (Retd.)</b>	<b>Mr. A. Nagarajan</b>	<b>Mr. S. Rajendran</b>	<b>Mr. Dewang Neralla</b>
Date of Birth	14/04/1940	21/10/1941	17/07/1948	12/01/1952	24/01/1969
Date of appointment on the Board	10/10/2013	10/10/2013	25/10/2013	29/11/2013	31/01/2012
Qualifications	B. Com. (Hons.) M. Com. (Cost Accountancy), LL.B., Diplome in Economics and Finance at Ecole National d'Administration, IAS (Retd.)	B. Com., LL.M., (Retd. Judge of Bombay High Court)	B.Sc., MBA, Post Graduate Diploma in Development Studies from University of Bath, B.L., Post Graduate Diploma (Intellectual Property Laws), M. Phil., M.L. (Intellectual Property Laws), IAS (Retd.)	M. Com., CAIIB	B.E.
Expertise in specific functional area	Extensive experience in Administration and Management, legal and finance.	Extensive experience in Labour and Industrial laws, Arbitration etc.	Extensive experience in Administration and Management	Commercial Banking and Enterprise-wise Risk Management	Chief Technology Architect and co-founder of the Company and plays a large part in creating the technology infrastructure that is central to the Group.
Directorship held in other companies (excluding foreign and private companies)	Indian Energy Exchange Ltd.	NIL	NIL	NIL	(i) atom Technologies Ltd., (ii) Bursa India Ltd., (iii) Financial Technologies Communications Ltd., (iv) Global Payment Networks Ltd., (v) Credit Market Services Ltd., (vi) Riskraft Consulting Ltd., (vii) Tickerplant Ltd., (viii) Trans-Global Credit & Finance Ltd., (ix) FT Projects Ltd. (x) Takshashila Academia of Economic Research Ltd.
Membership/ Chairmanship of committees across public companies	Indian Energy Exchange Ltd.- Chairman Audit Committee	NIL	NIL	NIL	(i) Atom Technologies Ltd.-Chairman Audit Committee (ii) TickerPlant Ltd.-Chairman Audit Committee
Number of shares held in the Company	NIL	NIL	NIL	NIL	60374



**FINANCIAL TECHNOLOGIES (INDIA) LIMITED**  
(CIN: L29142TN1988PLC015586)

Registered Office: Shakti Tower-1, 7<sup>th</sup> Floor, Premises-E, 766, Anna Salai, Thousand Lights, Chennai 600 002.  
Tel: +91-22-6686 8010 | Fax: +91-22-6725 0257 | email: info@ftindia.com | www.ftindia.com

**ATTENDANCE SLIP**

I / We record my / our presence at the 'TWENTY SIXTH ANNUAL GENERAL MEETING' of the Company to be held on Tuesday, the 23<sup>rd</sup> September 2014 at 2:00 P.M. at Kasturi Srinivasan Hall, The Music Academy, Madras, New no. 168 (old no. 306), TTK Road, Chennai - 600 014.

Full Name of the Member(s) / Proxy.....

(In Block Letters)

No. of Shares held .....

Folio No. / DP ID and Client ID.....

Signature(s) of the Member(s) / Proxy 1 ..... 2 .....

Note: Members attending the meeting in-person or by proxy are requested to complete the attendance slip and deposit with the Company Officials at the venue of the Meeting.

Form No. MGT-11

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**FINANCIAL TECHNOLOGIES (INDIA) LIMITED** (CIN: L29142TN1988PLC015586)

Registered Office: Shakti Tower-1, 7<sup>th</sup> Floor, Premises-E, 766, Anna Salai, Thousand Lights, Chennai 600 002.

Name of the Member (s):	
Registered address:	
E-mail ID:	
Folio No./Client ID- DP ID:	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

- |            |                                       |
|------------|---------------------------------------|
| 1. Name:   | Address:                              |
| E-mail Id: | Signature: _____, or failing him/her; |
| 2. Name:   | Address:                              |
| E-mail Id: | Signature: _____, or failing him/her; |
| 3. Name:   | Address:                              |
| E-mail Id: | Signature: _____                      |

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Twenty Sixth Annual General Meeting of the company, to be held on the 23<sup>rd</sup> day of September 2014 at 02:00 pm at Kasturi Srinivasan Hall, The Music Academy, Madras, New no. 168 (old no. 306), TTK Road, Chennai - 600 014. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

**Ordinary Business:**

- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors' thereon.
- To ratify the payment of Interim Dividend(s) and to declare a Final Dividend on Equity Shares.
- To appoint a Director in place of Mr. Dewang Neralla, who retires by rotation and being eligible offers himself for re-appointment.
- Appointment of Statutory Auditors and authorize the Board of Directors to fix their remuneration.

**Special Business:**

- Appointment of Mr. Venkat Chary as Non-executive Independent Director not liable to retire by rotation.
- Appointment of Justice Rajan J. Kochar (Retd.) as Non-executive Independent Director not liable to retire by rotation.
- Appointment of Mr. A. Nagarajan as Non-executive Independent Director not liable to retire by rotation.
- Appointment of Mr. S. Rajendran as Non-executive Independent Director not liable to retire by rotation.
- Re-pricing of ESOP Schemes 2009 and 2010.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder (s) : \_\_\_\_\_



Note: This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.