

**FINANCIAL TECHNOLOGIES (INDIA) LIMITED**

Regd. Office: Shakti Tower-1, 7<sup>th</sup> Floor, Premises-E, 766, Anna Salai, Thousand Lights, Chennai - 600002.

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CIN: L29142TN1988PLC015586

**NOTICE**

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 the Company has on April 22, 2016 completed dispatch of Postal Ballot Notice along with Postal Ballot Form (a) through electronic means and (b) through physical mode along with a self-addressed postage prepaid business reply envelope to the members for seeking their consent for the resolutions set out in the Postal Ballot Notice dated April 18, 2016. The Postal Ballot Notice & the Ballot form are available on the website of the Company i.e. www.ftindia.com and the websites of the stock exchanges i.e. www.bseindia.com and www.nseindia.com.

The business to be transacted through Postal Ballot includes voting by electronic means. As required under Regulation 44 of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility and has engaged the services of M/s. Karvy Computershare Pvt. Ltd (Karvy). The detailed procedure for e-voting is enumerated in the Postal Ballot Notice.

The Notice has been sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners on April 18, 2016 (cut-off date), as received from National Securities Depository Limited and Central Depository Services (India) Limited. The right of voting is reckoned on the basis of the said cut-off date and any person who is not a member on the cut-off date should treat the Notice for information purposes only. The Board of Directors of the Company has appointed Mr. B. Narasimhan, Proprietor, M/s. BN & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members can cast their vote (through physical ballot or e-voting) from April 24, 2016 (09:00 a.m. onwards) till May 23, 2016 (up to 05:00 p.m.). Voting done through physical ballot or e-voting after 05:00 p.m. on May 23, 2016 will be treated as invalid.

In case of non-receipt of postal ballot form, a member as on abovementioned cut-off date can download the same from the website of the Company i.e. www.ftindia.com or from <https://evoting.karvy.com> or seek a copy of the same from M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.

For any grievances/queries/clarifications relating to voting by Postal Ballot including voting by electronic means, the members may refer to the Frequently Asked Questions (FAQs) and e-voting user manual available at the downloads section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd. at Tel No.: 1800 345 4001 (Toll free). Members can also contact Ms. Rajitha Cholleti, Sr. Manager, Karvy Computershare Pvt. Ltd. at rajitha.cholleti@karvy.com, Tel No. 040 67162222.

The results of the Postal Ballot will be announced on Wednesday, May 25, 2016 by or before 5:00 p.m. at Company's corporate office at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093 and the same shall be notified to the Stock Exchanges and also displayed on the website of the Company i.e. www.ftindia.com and on the website of Karvy i.e. <https://evoting.karvy.com>.

For Financial Technologies (India) Limited  
sd/-

Place : Mumbai  
Date : April 22, 2016

Hariraj Chouhan  
VP & Company Secretary