

April 13, 2016

Corporate Relations Dept.,
BSE Limited
P. J. Towers,
Dalal Street,
Mumbai – 400 001

Listing Dept.,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Dear Sir(s),

Sub: Compliance Report on Corporate Governance.

Pursuant to applicable Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed, compliance report on corporate governance for the quarter & year ended on March 31, 2016.

Kindly take the information on your record and acknowledge receipt.

Thanking You,

Yours faithfully,
For Financial Technologies (India) Limited



Hariraj Chouhan
VP & Company Secretary



Encl: a/a

Financial Technologies (India) Ltd.

Corporate Office: FT Tower, CTS No. : 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093.
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• Tel.: +91-44-4395 0850 • Fax: +91-44-4395 0899 • CIN No.: L29142TN1988PLC015586

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Financial Technologies (India) Limited
2. Quarter ending: March 31, 2016

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non- Executive/independent/Non- ominee)	Date of Appointment in the current term /cessation	Ten- ure (in year s)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Venkat Chary	AABPC8162C 00273036	Chairperson – Non- Executive - Independent Director	23/09/2014	5	1	1	1
Mr.	Prashant Desai	ACYPD1511B 01578418	Executive Director	21/11/2014*	--	1	1	0
Mr.	Jigish Sonagara	ARIPS9824M 07024688	Executive Director	21/11/2014	--	1	1	0
Mr.	Rajendra Mehta	AAAPM8941J 00390504	Executive Director	21/11/2014	--	1	0	0
Mr.	Justice Rajan J. Kochar (Retd.)	AGPPK7653L 06710558	Non-Executive - Independent Director	23/09/2014	5	1	1	1
Mr.	A.Nagarajan	AAEPN5631J 02107169	Non-Executive - Independent Director	23/09/2014	5	1	1	0
Mr.	Rajendran Soundaram	AAPPR9688E 02686150	Non-Executive - Independent Director	23/09/2014	5	1	2	0



Ms.	Nisha Dutt	ARPPD4152L 06465957	Non-Executive - Independent Director	30/09/2015	5	2	0	0
Mr.	Anil Singhvi	AABPS5805J 00239589	Non-Executive Director	07/11/2014	--	3	2	1
Mr.	Berjis Desai	AACPD9815A 00153675	Non-Executive Director	07/11/2014	--	7	5	2
Mr.	Sunil Shah	ABIPS3448P 02569359	Non-Executive Director	20/11/2014	--	1	0	0
Mr.	Miten Mehta	AMSPM7118F 06749055	Non-Executive Director	20/11/2014	--	1	0	0

* Appointed as Whole-time Director from 7/11/2014. Redesignated as Managing Director and Chief Executive Officer with effect from 21/11/2014.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Venkat Chary, Chairman	Chairperson – Non-Executive - Independent Director
	Justice Rajan J. Kochar (Retd.), Member	Non-Executive - Independent Director
	Mr. A.Nagarajan, Member	Non-Executive - Independent Director
	Mr. Rajendran Soundaram, Member	Non-Executive - Independent Director
2. Nomination & Remuneration Committee	Justice R. J. Kochar (Retd.), Chairman	Non-Executive - Independent Director
	Mr. Venkat Chary, Member	Chairperson – Non-Executive - Independent Director
	Mr. A.Nagarajan, Member	Non-Executive - Independent Director
3. Stakeholders Relationship Committee	Justice Rajan J. Kochar (Retd.), Chairman	Non-Executive - Independent Director
	Mr. Venkat Chary, Member	Chairperson – Non-Executive - Independent Director
	Mr. Prashant Desai, Member	Executive Director
	Mr. Jigish Sonagara, Member	Executive Director



III. Meeting of Board of Directors

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
09/10/2015	10/02/2016	53
03/11/2015	28/03/2016	
18/12/2015		

IV. Meeting of Committees

1. Audit Committee

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
10/02/2016	Yes (All members present)	03/11/2015	53
28/03/2016	Yes (All members present)	18/12/2015	

2. Nomination & Remuneration Committee

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>
21/03/2016	Yes (All members present)	18/12/2015

3. Stakeholders Relationship Committee

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>
10/02/2016	Yes (all members present)	03/11/2015



V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee - Not applicable - (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Not applicable

For Financial Technologies (India) Limited


Hariraj Chouhan
VP & Company Secretary



Format to be submitted by listed entity at the end of the financial year [2015-2016] (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	NA	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	No	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes



<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	No
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes



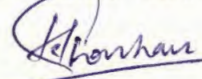
Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here:
 - (a) Details of familiarization programmes imparted to independent directors: The Directors are provided with requisite Company documents, reports, brochures, policies to enable them to familiarize with Company procedures. Presentations are made to the Board and the Committee from time to time to update them. The Managing Director also has one to one discussion with the newly appointed Director to familiarize with the Company's operations. Details on no. of programmes, etc is in process of implementation as the Company is moving into non-financial vertical technology business.
 - (b) Plans for orderly succession for appointments: The present Board composition comprises of optimum combination of Executive & Non – Executive Directors with a good mix of age, experience & background which tends to foster better debate & decision making. The absence of any one Director does not hamper the overall functionality of the Board. However the Board is working on the succession planning of the Board/Senior Management for seamless transition of leadership in case of any exigencies.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.
 - (a) Criteria of making payments to non-executive directors: Not applicable as the same has been disclosed in the Annual Report.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Financial Technologies (India) Limited



Hariraj Chouhan
VP & Company Secretary

