

**COMBINED SCRUTINIZER REPORT (E-VOTING & POLL)
FOR Financial Technologies (India) Limited**

**BN &
ASSOCIATES**
Company Secretaries

To,
The Chairman,
26th Annual General Meeting of
Financial Technologies (India) Limited (FTIL)
Regd Office: Shakti Towers- 1, 7th Floor, Premises-E,
766, Anna Salai, Thousand Lights
Chennai 600002

Sub: Passing of Resolution through Electronic Voting (e-voting) AND poll conducted at the 26th AGM of Financial Technologies (India) Limited (FTIL) held on Tuesday, September 23, 2014 at 2.00 P.M. at Kasturi Srinivasan hall, The Music Academy, Madras, New no 168 (old no 306), TTK Road Chennai 600014

The Board of FTIL at its meeting held on August 9, 2014 had appointed me as Scrutinizer for the e-voting held between September 16, 2014 at 10.00 A.M. to September 18, 2014 at 6.00 P.M. and the Chairman of the 26th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll held at the 26th AGM of FTIL held on September 23, 2014.

The Company had appointed Karvy Computershare Pvt. Ltd., (KCPL) as the Service Provider, for extending the facility of electronic voting to the shareholders of FTIL from Tuesday September 16, 2014 (10:00 A.M. onwards) till Thursday September 18, 2014 9up to 6:00 P.M.) KCPL are also the Registrar and Share Transfer Agent of FTIL. The e-voting results were unblocked by me on September 18, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated September 19,, 2014 attached herewith.

At the 26th AGM of the Company held on September 23, 2014, the Chairman of FTIL had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in form MGT 13 dated September 23, 2014



C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

**Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596**

The result of the E-voting together with that of the Poll is as under:

Number of members who cast their votes through e-voting & Poll	Total number of Shares held by them.	Total number of Valid votes (as per details provided under each one of the Resolution (s) mentioned hereunder
89	31039098	Various as mentioned under each of the Resolution

Item no of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 1 of the Notice (As an Ordinary Resolution)	E-voting	28199031	92.931	2144869	7.069	3093
	Poll	1067	3.635	28284	96.365	662754
	TOTAL	28200098	92.845	2173153	7.155	665847
Item No. 2 of the Notice (As an Ordinary Resolution)	E-voting	30338801	99.983	5100	0.017	3092
	Poll	29351	100.00	0	0.000	662754
	TOTAL	30368152	99.983	5100	0.017	665846
Item No. 3 of the Notice (As an Ordinary Resolution)	E-voting	30281126	99.999	376	0.001	65491
	Poll	29335	99.945	16	0.055	662754
	TOTAL	30310461	99.999	392	0.001	728245
Item No. 4 of the Notice (As an Ordinary Resolution)	E-voting	30338518	99.982	5366	0.018	3109
	Poll	29336	99.949	15	0.051	662754
	TOTAL	30367854	99.982	5381	0.018	665863
Item No. 5 of the Notice (As an Ordinary Resolution)	E-voting	30337183	99.978	6701	0.022	3109
	Poll	29336	99.949	15	0.051	662754
	TOTAL	30366519	99.978	6716	0.022	665863
Item No. 6 of the Notice (As an Ordinary Resolution)	E-voting	23362531	76.985	6984436	23.015	26
	Poll	29336	99.949	15	0.051	662754
	TOTAL	23391867	77.007	6984451	22.993	662780



Item No. 7 of the Notice (As an Ordinary Resolution)	E-voting	23367615	77.001	6979361	22.999	17
	Poll	29336	99.949	15	0.051	662754
	TOTAL	23396951	77.024	6979376	22.976	662771
Item No. 8 of the Notice (As an Ordinary Resolution)	E-voting	23362526	76.985	6984441	23.015	26
	Poll	29336	99.949	15	0.051	662754
	TOTAL	23391862	77.007	6984456	22.993	662780
Item No. 9 of the Notice (As an Ordinary Resolution)	E-voting	23362506	76.985	6984461	23.015	26
	Poll	29336	99.949	15	0.051	662754
	TOTAL	23391842	77.007	6984476	22.993	662780
Item No. 10 of the Notice (As a Special Resolution)	E-voting	24430083	91.83	2173609	8.17	3743301
	Poll	52	0.177	29299	99.823	662754
	TOTAL	24430135	91.729	2202908	8.271	4406055
Item No. 11 of the Notice (As a Special Resolution)	E-voting	24430083	91.83	2173609	8.17	3743301
	Poll	52	0.177	29299	99.823	662754
	TOTAL	24430135	91.729	2202908	8.271	4406055

All the Resolutions stands passed under e-voting combined with poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Poll by the shareholders of FTIL and I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you,
Yours Faithfully
For BN & Associates

CS B Narasimhan
(Proprietor)

Membership No FCS 1303 COP no 10440



Place: MUMBAI

Date: September 23, 2014

Signed by
Chairman of the meeting