

Combined Scrutinizer's Report on Remote E-voting & Voting by Physical Ballot conducted at the 27th AGM of Financial Technologies (India) limited held at Chennai on September 30, 2015

To,

The Chairman,
Financial Technologies (India) Limited
Corporate Office:
FT Tower, CTS No.256 & 257,
Suren Road, Chakala, Andheri East,
Mumbai 400093

Registered Office:
Shakti Tower-1, 7th Floor,
Premises -E, 766, Anna Salai,
Thousand lights, Chennai 600002

27th Annual General Meeting of the Equity Shareholders of Financial Technologies (India) Limited held on Wednesday, September 30, 2015 at 4.00 P. M. at Kasturi Srinivasan Hall, The Music Academy, New No 168, TTK Road, Royapettah, Chennai 600014

Sub: Passing of Resolution(s) through remote electronic voting and voting through Physical ballot at the venue of the AGM, pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and clause 35B of the Listing Agreement.

The Board of Directors of Financial Technologies (India) Limited (hereinafter referred to as the "FTIL" or the "Company") at its meeting held on August 8, 2015 has appointed me as the Scrutinizer for the Remote E-voting process, and voting through physical ballot at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with the Listing Agreement. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued in this regard.



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

Report on Scrutiny:

- The Company had appointed Karvy Computershare Pvt. Ltd., ('KCPL' or 'Karvy') as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. KCPL are also the Registrar and Share Transfer Agents ('RTA') of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 27th Annual General Meeting (AGM) of FTIL, which was held on Wednesday September 30, 2015.
- The Service Provider had set up electronic voting facility on their website, <https://evoting.karvy.com>. FTIL had uploaded all the items of the business to be transacted at the AGM on the website of FTIL and also its Service Provider to facilitate their Members to cast their vote through Remote E-Voting.
- The cut-off date for the dispatch of the Notice of the Annual General Meeting (AGM) was August 14, 2015 and as on that date, there were 63122 Members of the FTIL. The service provider had sent the Notices of the AGM along with Annual Report and E-voting details by email to 34699 Members whose email Id was made available by the two Depositories and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 28423 folios, Members, who's Email Ids are not available, the Notices were sent by Courier / Registered Post to these members In respect of 2353 cases, where the transmissions through email had failed, the Company had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by Courier to these shareholders
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Wednesday, September 23, 2015**.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for Four days i.e. from **Saturday, September 26, 2015 at 9:00 A.M. to Tuesday, September 29, 2015 at 5:00 P.M.**
- FTIL completed the dispatch of the Annual Reports (along with AGM Notice attendance slip, proxy form, and e-voting slips to the members by September 06, 2015.



- As prescribed in clause (v) of sub rule 4 of the Rule 20, FTIL also released an advertisement in Chennai which was published 21 days before the date of the AGM in English in The New Indian Express newspaper having country-wide circulation dated September 8, 2015 and in Tamil in Dinamani newspaper dated September 8, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.

At the end of the voting period on September 29, 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.

- At the venue of the 27th AGM of the FTIL held on September 30, 2015, the facility to vote through physical ballot was made available by the service provider, to facilitate those members present in the meeting but who could not participate in the Remote E-voting to record their votes.

On September 30, 2015, after counting of the votes conducted at the venue of the AGM through physical ballot, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Premkumar Nair and Mr. E. Srinivasan who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

- The RTA arranged the facility to vote through Physical ballot at the venue of the AGM. The voting done through physical ballot was reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-Voting carried out by the Members together with the voting by physical ballot done at the venue of the AGM, the details of which are as follows:

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by way of physical ballot are as under:

Details	Remote E-voting	Voting by physical ballot at the AGM	Total voting
Number of members who cast their votes	86	35	121
Total number of Shares held by them	30063121	55	30063176
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	Various as mentioned under each of the Resolution		



Note:

Percentage of votes cast in favour or against the resolutions, are calculated based on the Valid Votes cast through Remote E-Voting, voting by physical ballot at the venue of the meeting.

ORDINARY BUSINESS

I) Item No. 1 of the Notice (As an Ordinary Resolution):

Adoption of Audited Financial Statement (Standalone and Consolidated), Reports of the Board of Directors and Auditors for the FY ended March 31, 2015.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid/ less voted
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	28216106	94.16	1750082	5.84	96933
Voting by Ballot at AGM	55	100.00	0	0.00	0
TOTAL	28216161	94.16	1750082	5.84	96933

II) Item No. 2 of the Notice (As an Ordinary Resolution):

Confirmation of payment of Interim Dividend(s) and to declare a Final Dividend on Equity Shares.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid/ less voted
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	30062201	99.997	920	0.003	0
Voting by Ballot at AGM	55	100.00	0	0.00	0
TOTAL	30062256	99.997	920	0.003	0

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Appointment of Statutory Auditors and authorize Board to fix their remuneration



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid/ less voted
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	30061814	99.996	1307	0.004	0
Voting by Ballot at AGM	55	100.00	0	0.00	0
TOTAL	30061869	99.996	1307	0.004	0

SPECIAL BUSINESS

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Anil Singhvi (DIN 00239589) as Director liable to retire by rotation

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid/ less voted
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	30061769	99.996	1352	0.004	0
Voting by Ballot at AGM	55	100.00	0	0.00	0
TOTAL	30061824	99.996	1352	0.004	0

V) Item No. 5 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Berjis Desai (DIN 00153675) as Director liable to retire by rotation

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid/ less voted
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	30002551	99.799	60557	0.201	13
Voting by Ballot at AGM	55	100.00	0	0.00	0
TOTAL	30002606	99.799	60557	0.201	13

VI) Item No. 6 of the Notice (As an Ordinary Resolution):

Appointment of Ms. Nisha Dutt (DIN 06465957) as an Independent Director, not liable to retire by rotation



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid / less voted
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	30061707	99.995	1407	0.005	7
Voting by Ballot at AGM	55	100.00	0	0.00	0
TOTAL	30061762	99.995	1407	0.005	7

VII) Item No. 7 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Sunil Shah (DIN 02569359) as Director, liable to retire by rotation

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid / less voted
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	29963173	99.668	99935	0.332	13
Voting by Ballot at AGM	55	100.00	0	0.00	0
TOTAL	29963228	99.668	99935	0.332	13

VIII) Item No. 8 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Miten Mehta (DIN 06749055) as Director, liable to retire by rotation

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid / less voted
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	29963171	99.668	99930	0.332	20
Voting by Ballot at AGM	55	100.00	0	0.00	0
TOTAL	29963226	99.668	99930	0.332	20



All the Resolutions mentioned in the AGM Notice dated August 8, 2015 as per the details given above stand passed under Remote E-voting and voting conducted at AGM by way of Physical ballot with the requisite majority and deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote e-voting and by way of physical ballot at the meeting by the Members of FTIL. The relevant records relating to e-voting and physical ballot voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Non Executive Chairman signs the Minutes.

Thanking you,

Yours Faithfully

For B.N. & Associates



CS B Narasimhan

(Proprietor)

(FCS no 1303 COP no 10440)



Place: Chennai


Date: September 30, 2015

Witnesses: 

1. Mr. Premkumar Nair


2. Mr. 

Countersigned and received the report:


Signed by Chairman

Place: Chennai

Date: September 30, 2015