

**Scrutinizer's Report on E-voting carried out
for FINANCIAL TECHNOLOGIES (INDIA) Limited**

To,
The Chairman,
FINANCIAL TECHNOLOGIES (INDIA) Ltd
Regd Office: Shakti Towers- 1, 7th Floor, Premises-E,
766, Anna Salai, Thousand Lights
Chennai 600002

26th Annual General Meeting of the Equity Shareholders of Financial Technologies (India) Limited to be 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

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution passed by the Board of Financial Technologies (India) Limited (hereinafter referred to as the "FTIL" or the "Company") on August 9, 2014 I have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. 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 dated 17th April 2014 issued in this regard.

The Company has appointed Karvy Computershare Pvt. Ltd., (KCPL or Karvy) as the Service Provider, for extending the facility of electronic voting to the shareholders of FTIL. KCPL are also the Registrar and Share Transfer Agent (RTA) for FTIL. The Service Provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 26th Annual General Meeting (AGM) of the Company, which is scheduled to be held on Tuesday, September 23, 2014. The Service Provider accordingly had set up e-Voting facility on their website, <https://evoting.karvy.com>. FTIL has also uploaded all the items of the business to be transacted on the website of FTIL and also it's Service Provider to facilitate their shareholders to cast their vote through e-Voting.

As on the cut-off date (August 08, 2014) there were 60554 shareholders of FTIL. The service provider had sent the Notice of the AGM by email to 35481 shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA. In respect of balance 25073 shareholders, the AGM Notice to 2244 shareholders were sent by Registered post and the remaining 22829 shareholders, AGM Notice were sent by courier. In respect of 5247 cases the transmissions through email had failed. The Notice where sent through email was sent as an URL link provided to the shareholder to access the Notice.

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 Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was Friday, August 8, 2014. As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from **Tuesday, September 16, 2014 at 10:00 A.M. to Thursday, September 18, 2014 at 6:00 P.M.**

As prescribed in clause (v) of sub rule 3 of the Rule 20, the Company had also released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period in English in Indian Express newspaper (Chennai Edition) dated September 2, 2014 and in Tamil in Dinamani newspaper (Chennai edition) dated September 2, 2014. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.

At the end of the voting period on September 18, 2014 at 6.00 P.M., the voting portal of the Service Provider was blocked forthwith. On September 19, 2014, the votes cast through e-Voting facility were duly unblocked by me as a Scrutinizer in the presence of Shri. Suresh T Bahul and Shri Prakash Gupte who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly compiled, the details of which are as follows:

There are in all 60554 shareholders holding 46078537 equity shares out of which 76 shareholders holding 30346993 equity shares have participated in the e-Voting process carried out by the Company.

It can be seen that in respect of some of the resolutions, there are some shareholders who have cast partly in favour and partly against. As a consequence, the total number of votes polled is more by a few numbers than the number of shareholders who actually cast their votes.

The result of the E-voting is as under:

ORDINARY BUSINESS

As an Ordinary Resolution - Item No. 1.

Passed with the requisite majority

1. 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.

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	52	28199031	92.931



(ii)Voted against the resolution	22	2144869	7.069
(iii)Invalid votes /Abstained	Number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	2	3093	

As an Ordinary Resolution - Item No. 2.

Passed with the requisite majority

2. To ratify the payment of Interim Dividend(s) and to declare a Final Dividend on Equity Shares.

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	74	30338801	99.983
(ii)Voted against the resolution	1	5100	0.017
(iii)Invalid votes /Abstained	Number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	1	3092	

As an Ordinary Resolution - Item No. 3.

Passed with the requisite majority

3. To appoint a Director in place of Mr. Dewang Neralla, who retires by rotation and being eligible offers himself for reappointment.

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	69	30281126	99.999
(ii)Voted against the resolution	4	376	0.001
(iii)Invalid votes /Abstained	Number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	3	65491	



As an Ordinary Resolution - Item No. 4.

Passed with the requisite majority

4. Appointment of Statutory Auditors to fill casual vacancy caused by resignation of erstwhile Auditors

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	72	30338518	99.982
(ii)Voted against the resolution	2	5366	0.018
(iii)Invalid votes /Abstained	Number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	2	3109	

As an Ordinary Resolution - Item No. 5.

Passed with the requisite majority

5. Appointment of Statutory Auditors and authorize the Board of Directors to fix their remuneration.

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	70	30337183	99.978
(ii)Voted against the resolution	4	6701	0.022
(iii)Invalid votes /Abstained	Number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	2	3109	

SPECIAL BUSINESS

As an Ordinary Resolution - Item No. 6.

Passed with the requisite majority

6. Appointment of Mr. Venkat Chary as Non-executive Independent Director not liable to retire by rotation.

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	64	23362531	76.985
(ii)Voted against the	10	6984436	23.015



resolution		
(iii)Invalid votes /Abstained	Number of members whose votes were declared invalid / Abstained	Total number of votes cast by them
	2	26

As an Ordinary Resolution - Item No. 7.

Passed with the requisite majority

7. Appointment of Justice Rajan J. Kochar (Retd.) as Non-executive Independent Director not liable to retire by rotation.

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	64	23367615	77.001
(ii)Voted against the resolution	11	6979361	22.999
(iii)Invalid votes /Abstained	Number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	1	17	

As an Ordinary Resolution - Item No. 8.

Passed with the requisite majority

8. Appointment of Mr. A. Nagarajan as Non-executive Independent Director not liable to retire by rotation.

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	63	23362526	76.985
(ii)Voted against the resolution	11	6984441	23.015
(iii)Invalid votes /Abstained	Number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	2	26	



As an Ordinary Resolution - Item No. 9.

Passed with the requisite majority

9. Appointment of Mr. S. Rajendran as Non-executive Independent Director not liable to retire by rotation.

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	62	23362506	76.985
(ii)Voted against the resolution	12	6984461	23.015
(iii)Invalid votes /Abstained	Number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	2	26	

As a Special Resolution - Item No. 10.

Passed with the requisite majority

10. Re-pricing of ESOP Schemes 2009.

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	40	24430083	91.83
(ii)Voted against the resolution	28	2173609	8.17
(iii)Invalid votes /Abstained	Number of members whose votes were declared invalid / Abstained	Total number of votes cast by them	
	8	3743301	

As a Special Resolution - Item No. 11.

Passed with the requisite majority

11. Re-pricing of ESOP Schemes 2010.

	Number of members participated in e-voting	Number of Votes cast by them	% of total number of valid votes cast
(i)Voted in favour of the resolution	40	24430083	91.83
(ii)Voted against the resolution	28	2173609	8.17



(iii)Invalid votes /Abstained	Number of members whose votes were declared invalid / Abstained	Total number of votes cast by them
	8	3743301

All the Resolutions stands passed under e-voting with the requisite majority. The Company is hereby instructed to put up the results on its website and also that of the service provider and inform the Stock Exchanges accordingly within 2 days of the AGM.

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 by the shareholders of FTIL and I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you,
Yours Faithfully

For B N & Associates
Company Secretaries



B Narasimhan
Proprietor

Membership No FCS 1303 COP No. 10440

Place : Mumbai

Dated September 19, 2014



Witness 1. Mr. Suresh T Bahul

Witness 2. Mr. Prakash Gupte

