

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



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

| <b>Subject</b>   | <b>Compliance status (Yes/No/NA)</b> |
|--|--------------------------------------|
| 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)**

| <b>I. Disclosure on website in terms of Listing Regulations</b>   |  |  |
|---|--|--|
| <b>Item</b>   | <b>Compliance status</b><br>(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   |  |
| <b>II Annual Affirmations</b>   |  |  |
| <b>Particulars</b>  | <b>Regulation Number</b>                                 | <b>Compliance status</b><br>(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 &amp; 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 &amp; 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 &amp; 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 |



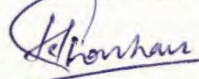
**Note**

- 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

