

FINANCIAL TECHNOLOGIES (INDIA) LIMITED

Regd. Office: Doshi Towers, 1st Floor, 1A & B, 156, Periyar EVR Salai, Kilpauk, Chennai 600 010.*

NOTICE

Notice is hereby given that the **Adjourned** 25th Annual General Meeting ("Annual General Meeting") of the members of **Financial Technologies (India) Limited** will be held on Friday, 21st February, 2014, at 2:00 p.m. at Tapovan hall, Chinmaya Heritage Centre, No. 2, 13th Avenue, Harrington Road, Chetpet, Chennai - 600 031, to transact the following business which was adjourned at the 25th Annual General Meeting of the members held on Wednesday, 25th September, 2013 at 2:00 p.m. at Sri P. Obul Reddy Hall (Vani Mahal), 103, G. N. Chetty Road, T. Nagar, Chennai 600 017.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31st, 2013 and the Profit and Loss for the year ended as on that date together with the Schedules attached thereto, and the Reports of the Board of Directors' and Auditors' thereon.
2. To declare a final Dividend on Equity Shares.
3. To appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI firm Registration No. 117366W/W-100018) (formerly M/s. Deloitte Haskins & Sells, Chartered Accountants (ICAI firm Registration No. 117366W)), the retiring Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board of Directors or any Committee thereof to fix their remuneration.

"**RESOLVED THAT** pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956. M/s Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI firm Registration No. 117366W/W-100018) (formerly M/s. Deloitte Haskins & Sells, Chartered Accountants (ICAI firm Registration No. 117366W)), retiring auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration and reimbursement of out-of-pocket expenses, if any, to be mutually agreed to, between the Board of Directors or any Committee thereof and M/s Deloitte Haskins & Sells LLP.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 198, 309 and all other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded for payment of commission to Non-Executive Directors of the Company upto 1% of the Company's net profits as computed in accordance with Section 349 and 350 of the Companies Act, 1956, from financial year 2013-14 onwards, to be distributed amongst the Non-Executive Directors as may be decided by the Board from time to time.

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution."

By Order of the Board

sd/-

Place : Mumbai

Date : 29th November, 2013

Hariraj Chouhan

Vice President & Company Secretary

*The Registered Office of the Company has been changed to "Shakti Tower-1, 7th Floor, Premises E, 766, Anna Salai, Thousand Lights, Chennai, Tamil Nadu - 600 002" w.e.f. December 2, 2013.

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of business under item no. 4 is annexed hereto and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. **INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE* OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
4. Members/Proxies are requested to fill in the enclosed attendance slip and deposit it at the entrance of the meeting hall.
5. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Saturday) from 10.00 a.m. to 1.00 p.m. upto the date of the meeting, except holidays.
6. The Register of Members and Share Transfer Books of the Company which remained closed **from September 18th, 2013 to September 25th, 2013 (both days inclusive)** in terms of the provisions of Section 154 of the Companies Act, 1956 and the applicable clauses of the Listing Agreement entered into with the stock exchanges shall continue to be applicable for ascertaining dividend entitlement and therefore there are no changes in book closure dates.
7. If the final dividend, as recommended by the Board of Directors is approved by the members at the meeting, payment of such dividend will be made to those members whose names shall appear on the Company's Register of Members after entertaining all valid requests for transfer of shares lodged on or before September 17th, 2013. In respect of the shares held in electronic form, the dividend will be payable on the basis of beneficial ownership, as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited as on September 17th, 2013.
8. Pursuant to the provision of Section 205A(5) and section 205C of the Companies Act, 1956, the Company has transferred unpaid/unclaimed final dividend for the F.Y. 2004-05, interim dividend for F.Y. 2005-06, final dividend for F.Y. 2005-06 and first interim dividend for F.Y. 2006-07 to Investor Education and Protection Fund (IEPF) established by the Central Government.
9. Those Members who have so far not encashed their dividend warrants from second interim dividend for the financial year 2006-07 onwards, may approach the Registrar and Share Transfer Agent, M/s. KARVY Computer share Private Limited at the address mentioned elsewhere in the Notice for the payment without further delay as the said unpaid dividend will be transferred to the Investor Education and Protection Fund of the Central Government, pursuant to Section 205C of the Companies Act, 1956. Shareholders are requested to note that no claim shall lie against the said Fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of 7 years and transferred to Investor Education and Protection Fund of the Central Government.
10. Members are requested to notify to the Registrar and Share Transfer Agent of the Company at KARVY Computer share Private Limited, Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad 500 081, in respect of:
 - i. Change in address
 - ii. Consolidation of holdings
 - iii. Residential status from NRI to Resident Indian or vice versa
 - iv. Change in particulars of NRE Bank Account with complete address
11. Corporate members are requested to send a duly certified copy of the Board Resolution or Power of Attorney duly authorizing their representative to attend and vote at the Annual General Meeting.

12. Members seeking any information relating to the accounts should write to the CFO of the Company at its Corporate Office at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093, or send an e-mail at info@ftindia.com.
13. Members are requested to bring their copies of Annual Report for the meeting.
14. Members holding shares in physical form are requested to get their shareholdings converted into dematerialized form as the shares of the Company are traded under compulsory demat system.
15. The Securities and Exchange Board of India (SEBI) has notified that, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit their PAN details to their Depository Participant, whereas members holding shares in physical form are requested to submit the PAN details to the Company's Registrars and Transfer Agents.
16. As per Green Initiative in Corporate Governance initiated by the Ministry of Corporate Affairs, members are requested to register their e-mail address with the Company's Registrar and Share Transfer Agent, M/s. KARVY Computer share Private Limited to receive the Annual Report and other Communication(s) from the Company in electronic mode.

By Order of the Board

sd/-

Place : Mumbai

Hariraj Chouhan

Date : 29th November, 2013

Vice President & Company Secretary

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 4

- (a) the nature of concern or interest, financial or otherwise, if any, in respect of item No. 4:

The Non-executive Directors of the Company are deemed to be interested in the Resolution.

None of the other Directors of the Company are in any way concerned or interested in the Resolution.

None of the key managerial personnel of the Company are interested in the Resolution.

To the best of our information and knowledge, none of the relatives of the Directors and the key managerial personnel of the company are interested in the Resolution.

- (b) any other information and facts to enable members to understand the meaning, scope and implications of the items of business and to take decision thereon:

The Company seeks the approval of shareholders for payment of commission to the Non-Executive Directors considering their continuous valuable contribution in directing the strategy and growth of the Company, upto 1% of the Company's net profit as calculated under Section 349 and 350 of the Companies Act, 1956, for the period starting from financial year 2013-14 and such commission to be distributed amongst the Directors as may be decided by the Board of Directors from time to time.

Accordingly, the Board recommends passing of the resolution as set out at item no. 4 of this notice.

By Order of the Board

sd/-

Place : Mumbai

Date : 29th November, 2013

Hariraj Chouhan

Vice President & Company Secretary



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ADJOURNED 25TH ANNUAL GENERAL MEETING – FRIDAY, 21ST FEBRUARY, 2014 AT 2:00 P.M.

Attendance Slip

[To be handed over at the entrance of the meeting hall]

Full name of the Member attending _____

(in block letters)

Full name of the first joint holder _____

(to be filled in, if first named joint holder does not attend the meeting)

Name of the Proxy _____

(to be filled in, if the proxy form has been duly deposited with the company)

I hereby record my presence at the Adjourned Twenty Fifth Annual General Meeting of the Company to be held on Friday, 21st February, 2014 at Tapovan hall, Chinmaya Heritage Centre, No. 2, 13th Avenue, Harrington Road, Chetpet, Chennai - 600 031 at 2:00 p.m.

No. of shares held : _____

Regd Folio No. : _____

DP ID/Client ID.* : _____

Members/Proxy Signature

(To be signed at the time of handing over of this slip.)

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*Applicable to the members whose shares are held in dematerialized form.

Note. Shareholders are requested to bring their copies of Annual Report to the meeting.



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ADJOURNED 25TH ANNUAL GENERAL MEETING – FRIDAY, 21ST FEBRUARY, 2014 AT 2:00 P.M.

Proxy Form

I/We _____

of _____ in the district of _____

being a member(s) of the above named Company, hereby appoint Mr./Ms. _____

of _____ in the district of _____ or failing

him/her Mr./Ms. _____ of _____

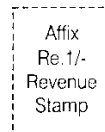
in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the Adjourned Twenty Fifth Annual General Meeting of the Company to be held on Friday, 21st February, 2014 at 2:00 p.m. and at any adjournment thereof.

Signed this _____ day of _____, 2014

No. of Shares held : _____

Regd. Folio No. : _____

DP ID/Client ID No.* : _____



Signature

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*Applicable to the members whose shares are held in dematerialized form.

