

February 20, 2015

Corporate Relations Dept.,
BSE Limited
P. J. Towers,
Dalal Street,
Mumbai – 400 001

Listing Dept.,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Dear Sir,

Sub: Results of Postal Ballot for passing of special resolution for sale of Bourse Africa Limited, Mauritius

We wish to inform you that the Special Resolution for sale of Bourse Africa Limited, Mauritius has been passed through Postal Ballot, with 99.975% majority.

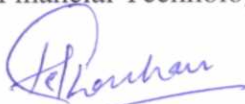
Please find attached herewith:

1. The results of the Postal Ballot;
2. Certified True Copy of the Special Resolution passed and
3. Scrutinizer's Report;

You are requested to take the information on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For Financial Technologies (India) Limited



Hariraj Chouhan
Vice President and Company Secretary

Financial Technologies (India) Ltd.

Corporate Office: FT Tower, CTS No. : 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093.
• Tel.: +91-22-6686 8010 • Fax: +91-22-6686 8050 • Email: solutions@ftindia.com • Website: www.ftindia.com
Registered Office: Shakti Tower - 1, 7th floor, Premises E, 766, Anna Salai, Thousand Lights, Chennai - 600 002.
• Tel.: +91-44-4395 0850 • Fax: +91-44-4395 0899 • CIN No.: L29142TN1988PLC015586

RESULTS OF THE POSTAL BALLOT

Pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, the approval of the shareholders was sought for passing of the Special Resolution for sell, transfer or otherwise dispose of the whole or substantially the whole of the undertaking(s)/entire investments / shares held by FT Group Investments Pvt. Ltd., Mauritius, a subsidiary of the Financial Technologies (India) Limited in Bourse Africa Limited, Mauritius, by passing of the proposed Special resolution by way of Postal Ballot.

Mr. B. Narsimhan, Proprietor of M/s BN & Associates, Company Secretaries, Mumbai, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer submitted his report on the postal ballot and the following results were announced on February 20, 2015 by the Chairman at the Corporate Office of the Company:

Total No. of Shareholders	64103		
Total No. of Shares	46078537		
Receipt of Postal Ballot Forms	From January 20,2015 till February 19, 2015		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	130	23203821
Total Votes Cast through Postal Ballot Forms Received	B	539	96015
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	669	23299836
Less: Invalid e-Voting/ Postal Ballot Forms (On account of signature mismatch, for/against option not indicated/abstained)	D	54	10659
Net e-Voting/ Postal Ballot Forms (C-D)	E	615	23289177

There is 1 case in e-Voting where the shareholder has voted partly in favour and partly against.



Accordingly, the Special Resolution for the Sale of Bourse Africa Limited (BAL), a step-down subsidiary of the Company, has been passed by the 99.975% majority.

Pursuant to Clause 35A of the Listing Agreement, details regarding Postal Ballot result are as follows:

Date of the AGM/EGM	N.A. However, Postal Ballot result declared on February 20, 2015
Total number of shareholders on record date/cut-off date	64103
No. of Shareholders present in the meeting either in person or through proxy	NA
No. of Shareholders attended the meeting through Video Conferencing	NA
Details of Agenda	
Resolution required	Special Resolution
Mode of voting	Postal Ballot including E - voting

Summary of Postal Ballot:

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	21025878	21024514	99.994	21024514	0	100	0
Public-Institutional holders	7551405	2020753	26.76	2020753	0	100	0
Public-others	17501254	243910	1.39	238088	5822	97.613	2.387
Total	46078537	23289177	50.542	23283355	5822	99.975	0.025

Percentage of votes cast in favour: 99.975%

Percentage of votes cast against: 0.025%

The same has been also been displayed on the website of the Company www.ftindia.com.



CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY BY WAY OF POSTAL BALLOT, THE RESULTS OF WHICH WERE DECLARED ON FEBRUARY 20, 2015.

“RESOLVED THAT pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to compliance of Clause 49 of the Equity Listing Agreement (as revised from time to time) and all applicable laws and regulations and such permissions, approvals, consents and sanctions as may be necessary from the concerned statutory/regulatory authorities and subject to such other terms and conditions as may be imposed by such concerned statutory/regulatory authorities, the consent of the Company be and is hereby accorded to the Board of Directors (“the Board” which expression shall also include a committee of directors constituted and authorized for purposes mentioned hereof) to sell, transfer or otherwise dispose of the whole or substantially the whole of the undertakings(s) /entire investments / shares held by FT Group Investments Pvt. Ltd. (FTGIPL), a wholly-owned subsidiary (WOS) of the Company, in Bourse Africa Limited, Mauritius, a WOS of FTGIPL and there by a step-down subsidiary of the Company to Continental Africa Holdings Limited, Mauritius for a consideration and such other terms and conditions more particularly stated in Share Purchase Agreement (SPA) as approved by the Board.

RESOLVED FURTHER THAT any one of the Director and/or the Company Secretary of the Company be and is hereby authorized for managing the entire postal ballot process and that they are hereby severally authorized to take all incidental and necessary steps for and on behalf of the Company and to settle all questions or queries that may arise in the course of implementing this resolution including to seek registration of any such documents, deeds, determining the exact effective date, as may be necessary, filing intimations, applying for and/or behalf of the Company and seeking approvals/consents of necessary parties including without limitation regulatory authorities, for giving effect to this resolution and they shall also have the power and authority severally and to delegate all or any of powers conferred herein as they may deem fit.”

For Financial Technologies (India) Limited



Hariraj Chouhan
Vice-President and Company Secretary

February 20, 2015

The Chairman
Financial Technologies (India) Limited

Regd. Office: Shakti Tower-1, 7th Floor,
Premises-E, 766, Anna Salai,
Thousand Lights, Chennai - 600002.

Corporate Office:
FT Tower, CTS No 256 & 257,
Suren Road, Chakala
Andheri (East), Mumbai 400093

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of FINANCIAL TECHNOLOGIES (INDIA) LIMITED (hereinafter referred to as or the '**FTIL or Company**') on January 6, 2015, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolution as circulated in the Postal Ballot Notice dated January 6, 2015.

To enable wider participation of shareholders SEBI, vide its circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, has made a provision under revised clause 35B of the Listing Agreement mandating all Companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), to provide for e-voting facility to their shareholders, in respect of all those businesses which are transacted through Postal Ballot by such Companies. This is just an extension of the earlier circular issued in July 2012 as cited above. Since FTIL is a listed entity, it falls within the requirements as specified in the above mentioned Circulars of SEBI and further in terms of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 22 the Companies (Management and Administration) Rules, 2014, e-voting of the Postal Ballot has been made applicable to FTIL.

FTIL accordingly has made arrangements with the System Provider Karvy Computershare Private Limited (hereinafter referred to as '**KARVY**') for providing a system of recording votes of the shareholders cast electronically through e-Voting. FTIL has also accordingly made arrangements through its Registrar and Transfer Agents, Karvy Computershare Private Limited (herein after referred as "**RTA**") to set up the e-Voting facility on the KARVY's e-Voting website <http://www.evoting.karvy.com>. FTIL has also uploaded the Postal Ballot 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 E: 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

containing the Special resolution together with the explanatory statement on its website www.ftindia.com and that of the Service Provider KARVY. KARVY has generated Electronic Voting Event Number (EVEN) for the votes which are to be cast through e-voting mode. All necessary formalities in compliance with the requirements specified by the Companies Act 2013 and the rules framed there under have been complied with by the Service Provider KARVY, as directed by FTIL. Since KARVY themselves are the System provider and the RTA for FTIL they coordinated the activities internally. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated January 6, 2015 sent to all the shareholders by Registered Post and by email, wherever email id's were available as detailed elsewhere in this Report. The above activities were completed by January 13, 2015. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of January 2, 2015 (cut-off date).

Sr. No.	Type of Resolutions	Description of the resolutions
1.	<u>Special Resolution Sale of shares held by the Company in Bourse Africa Limited (BAL), a step down subsidiary of the Company</u>	"RESOLVED THAT pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to compliance of Clause 49 of the Equity Listing Agreement (as revised from time to time) and all applicable laws and regulations and such permissions, approvals, consents and sanctions as may be necessary from the concerned statutory/regulatory authorities and subject to such other terms and conditions as may be imposed by such concerned statutory/regulatory authorities, the consent of the Company be and is hereby accorded to the Board of Directors ("the Board" which expression shall also include a committee of directors constituted and authorized for purposes mentioned hereof) to sell, transfer or otherwise dispose of the whole or substantially the whole of the undertakings(s) /entire investments / shares held by FT Group Investments Pvt. Ltd. (FTGIPL), a wholly-owned subsidiary (WOS) of the Company, in Bourse Africa Limited, Mauritius, a WOS of FTGIPL and there by a step-down subsidiary of the Company to Continental Africa Holdings Limited, Mauritius for a consideration and such other terms and conditions more particularly stated in Share Purchase Agreement (SPA) as approved by the Board.



Sr. No.	Type of Resolutions	Description of the resolutions
		RESOLVED FURTHER THAT any one of the Director and/or the Company Secretary of the Company be and is hereby authorised for managing the entire postal ballot process and that they are hereby severally authorised to take all incidental and necessary steps for and on behalf of the Company and to settle all questions or queries that may arise in the course of implementing this resolution including to seek registration of any such documents, deeds, determining the exact effective date, as may be necessary, filing intimations, applying for and/or behalf of the Company and seeking approvals/consents of necessary parties including without limitation regulatory authorities, for giving effect to this resolution and they shall also have the power and authority severally and to delegate all or any of powers conferred herein as they may deem fit."

I report that the Postal Ballot Notice dated January 6, 2015 under Section 110 of the Companies Act, 2013, read with Rule 18 and 22 of the Companies (Management and Administration) Rules, 2014 were despatched to the shareholders numbering to 25276 by Registered post in physical form. The Notices sent in physical form were accompanied with self-addressed prepaid postage Business Reply Envelope which was required to be returned by the shareholders on or before 6.00 P.M., February 19, 2015. In addition to the above, Postal Ballot Notices were also sent via electronic mode by KARVY the system provider to 38827 Shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on January 2, 2015 (cut-off date). As per the information provided by the System Provider, 38827 emails were sent. I further report that as stated in the Postal Ballot Notice sent to the shareholders, the FTIL had fixed 6:00 pm on Thursday the 19th February 2015 as the last date for receipt of Postal Ballots and for completing the E-voting.

As stated in sub rule 3 of Rule 20 as well as Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by FTIL in "The Indian Express" English Newspaper, and in "Dinamani", Tamil edition Newspaper, on January 15, 2015, informing about the completion of despatch of the Postal Ballot Notices, both by Registered Post and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.



I report that I have received the Postal Ballot forms from the shareholders during the period starting from Tuesday, January 20, 2015 till Thursday February 19, 2015. All the Postal Ballot forms together with all votes cast by E-voting through KARVY received up to 6:00 pm on Thursday, February 19, 2015, being the last date fixed by the FTIL or Company for receipt of the ballot forms/e-voting, were considered for my scrutiny.

Envelopes numbering to 246 containing Postal Ballot forms returned undelivered by postal authorities, were not opened and the details of the same are separately maintained by the RTA.

The Postal Ballots forms received at the Registrar's address in the name of the Scrutinizer were opened and then taken up for matching with the master data base as of the cut-off date by the RTA under the instruction of the Scrutinizer at regular intervals. This process was carried out on a weekly basis. The Scrutinizer was personally present with his team from 18th of January till 20th of February to complete the entire process of scrutiny.

On February 19, 2015, after the closure of e-voting period till 6.00 P.M., the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Shri Premkumar Nair and Shri Medarmetla Venkatrao, witnesses not in employment of the FTIL, as prescribed under Sub Rule 3(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-Voting facility was provided by KARVY, the details of the e-Voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the e-Voting was provided by the System Provider namely KARVY, the compilation of the Register, in respect of physical Postal Ballots containing the statement of shareholder's name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that out of 64103, 130 shareholders have exercised their vote through e-Voting and 539 shareholders have exercised their votes through Postal Ballot Forms, as received till the last date. Further, e-voting platform was optional for the Members to cast their votes. In case the Member have cast their votes by physical ballot as well as e-voting then voting done through e-voting has been considered and voting done by physical ballot has been ignored in such cases as stated in the Postal Ballot Notice dated January 6, 2015.



A handwritten signature in blue ink, consisting of a series of loops and strokes, positioned to the right of the circular stamp.

The details of polling results for the item placed for consideration by the members is given below:

Item No 1. Special Resolution

"RESOLVED THAT pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to compliance of Clause 49 of the Equity Listing Agreement (as revised from time to time) and all applicable laws and regulations and such permissions, approvals, consents and sanctions as may be necessary from the concerned statutory/regulatory authorities and subject to such other terms and conditions as may be imposed by such concerned statutory/regulatory authorities, the consent of the Company be and is hereby accorded to the Board of Directors ("the Board" which expression shall also include a committee of directors constituted and authorized for purposes mentioned hereof) to sell, transfer or otherwise dispose of the whole or substantially the whole of the undertakings(s) /entire investments / shares held by FT Group Investments Pvt. Ltd. (FTGIPL), a wholly-owned subsidiary (WOS) of the Company, in Bourse Africa Limited, Mauritius, a WOS of FTGIPL and there by a step-down subsidiary of the Company to Continental Africa Holdings Limited, Mauritius for a consideration and such other terms and conditions more particularly stated in Share Purchase Agreement (SPA) as approved by the Board.

RESOLVED FURTHER THAT any one of the Director and/or the Company Secretary of the Company be and is hereby authorised for managing the entire postal ballot process and that they are hereby severally authorised to take all incidental and necessary steps for and on behalf of the Company and to settle all questions or queries that may arise in the course of implementing this resolution including to seek registration of any such documents, deeds, determining the exact effective date, as may be necessary, filing intimations, applying for and/or behalf of the Company and seeking approvals/consents of necessary parties including without limitation regulatory authorities, for giving effect to this resolution and they shall also have the power and authority severally and to delegate all or any of powers conferred herein as they may deem fit."



Total No. of Shareholders	64103		
Total No. of Shares	46078537		
Receipt of Postal Ballot Forms	From January 20, 2015 till February 19, 2015		
		Number of Votes	Number of Shares
Total votes cast through e-Voting	A	130	23203821
Total Votes Cast through Postal Ballot Forms Received	B	539	96015
Grand Total of e-Voting/Postal Ballot Form (A+B)	C	669	23299836
Less: Invalid e-Voting/ Postal Ballot Forms *(On account of signature mismatch, for/against option not indicated/abstained)	D	54	10659
Net e-Voting/ Postal Ballot Forms (C-D)	E	615	23289177

NOTE:

- (i) Invalid Postal Ballot was not taken into account for counting of votes.
- (ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less
- (iii) There is one case wherein the Investors voted for and against
- (iv) There are NIL cases investors were voted both in physical mode as well as in electronic mode.



Summary of Postal Ballot

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	21025878	21024514	99.994	21024514	0	100	0
Public-Institutional holders	7551405	2020753	26.76	2020753	0	100	0
Public-others #	17501254	243910	1.39	238088	5822	97.613	2.387
Total	46078537	23289177	50.542	23283355	5822	99.975	0.025

Percentage of votes cast in favour: 99.975. Percentage of votes cast against: 0.025

RESULTS:-

As the number of votes and the number of shareholders who have cast their vote in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 1 of Postal Ballot Notice dated January 6, 2015, read with section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of declaration of the results.

I further report that as per the Postal Ballot Notice dated January 6, 2015 and the Board Resolution dated January 6, 2015, the Chairman or any Director as may be authorized by the Board in this regard may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred on February 20, 2015.



The results will be communicated to BSE and NSE where the Company's shares are listed. It will also be displayed on FTIL website www.ftindia.com as also that of the Service Provider KARVY.

I further report that Rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from KARVY, the System Provider for the e-Voting facility extended by them as also the RTA recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number / DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of FTIL after the Chairman considers, approves and signs the minutes of the meeting.

I take this opportunity to thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot of your Company.

Thanking You

Yours faithfully,

For BN & Associates
COMPANY SECRETARIES

B Narasimhan
(Proprietor)
COP No. : 10440



Place: Hyderabad

Dated: February 20, 2015

Witnesses to the unblocking of e-voting, on February 19, 2015, after closure of e-voting period.

1. Mr. Premkumar Nair.

2. Mr. Medarmetla Venkatrao.

Signature

Premkumar

Signature

M. Venkat Rao