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.
Tel: +91-22-6686 8010 | Fax: +91-22-67250257 | E-mail: info@ftindia.com | Website: www.ftindia.com
CIN: L29142TN1988PLC015586

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules') (including any statutory modification or re-enactment thereof for the time being in force), for seeking your consent, to pass the proposed resolutions set out below through Postal Ballot/electronic voting (e-voting). The proposed resolutions and explanatory statement pertaining to the said resolutions, pursuant to Section 102(1) of the Companies Act, 2013, setting out the nature of concern or interest, financial or otherwise, and other information and facts to enable you to understand the meaning, scope and implications of the items of business and to take decision thereon, is appended herewith for your consideration along with a Postal Ballot Form and self-addressed postage pre-paid business reply envelope.Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the shareholder(s) as on July 24, 2015 (Record Date) and a person who was not a member as on the Record Date should treat this notice for information purposes only.

If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before 5:00 p.m. on August 30, 2015.**Please note that any Postal Ballot Form(s) received after the prescribed period will be treated as not having been received.**

In accordance with Clause 35B of the Equity Listing Agreement entered into by the Company with BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") on which the equity shares of the Company are listed, and the provisions of Section 108 and 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post. The Company has engaged M/s. Karvy Computershare Pvt. Ltd. to provide e-voting facilities. The e-voting facility is available from 01st August 2015 (9:00 a.m. onwards) till 30th August, 2015 (upto 5:00 pm). **For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated in the notes to this Notice.**

It may be noted that e-voting is optional.If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form.If a Shareholder votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

The Board of Directors of the Company (hereinafter called the "Board"), in compliance with the Rules, has appointed Mr. B. Narasimhan, Proprietor, M/s. BN & Associates, Company Secretaries, Mumbai as Scrutinizer (hereinafter called the "Scrutinizer"), for conducting the said Postal Ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or any Director of the Company, as may be authorized by the Board in this regard, after completion of scrutiny, on September 01, 2015. The result of the Postal Ballot will be announced by the Chairman or any Director of the Company on Tuesday, September 01, 2015 by or before 5:00 p.m. at Company's Corporate office at FT Tower, CTS no. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400 093. In addition to the results being communicated to Stock Exchanges, the results along with scrutinizer's report will also be placed on Company's website i.e. www.ftindia.com and the website of the service provider M/s Karvy Computershare Pvt. Ltd. The results along with the scrutinizers report shall also be displayed on the notice board at the Company's registered office at Chennai and the Corporate office at Mumbai. If the proposed resolutions are assented by a requisite majority, it shall be deemed to have been duly passed on August 30, 2015 i.e. the last date of receiving postal ballot forms & e-voting.
The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

1) Appointment of Mr. Prashant Desai as Managing Director and CEO:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Prashant Desai (DIN: 01578418), who was appointed an Additional Director of the Company with effect from November 7, 2014 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of the forthcoming Annual General Meeting, being eligible for appointment and having consented to act as Director of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and applicable rules framed thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of Central Government, if any, the consent of the shareholders of the Company be and is hereby accorded to the appointment of Mr. Prashant Desai (DIN: 01578418) as Whole Time Director for the period November 7, 2014 to November 20, 2014 and thereafter re-designated and appointed as Managing Director and Chief Executive Officer (CEO) of the Company for a period of three years commencing from November 21, 2014 on terms and conditions including remuneration, commission and minimum remuneration in the event of inadequacy of profits in any financial year (as recommended by the Nomination & Remuneration committee and the Board) as set out in the Explanatory statement to this Notice with the authority to the Board of Directors/Committee to grant increments within the range stated therein and to alter and vary from time to time, the terms & conditions of the said appointment including remuneration in such manner as may be agreed to between the Board of Directors/Committee and Mr. Prashant Desai.

RESOLVED FURTHER THAT the Board of Directors of the Company (or any committee thereof) be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

2) To appoint Mr. Rajendra Mehta as Whole-time Director of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajendra Mehta (DIN: 00390504), who was appointed an Additional Director of the Company with effect from November 21, 2014 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of the forthcoming Annual General Meeting, being eligible for appointment and having consented to act as Director of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and applicable rules framed thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of Central Government, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Rajendra Mehta (DIN: 00390504) as Whole-time Director of the Company for a period of three years commencing from November 21, 2014 on terms and conditions including remuneration, commission and minimum remuneration in the event of inadequacy of profits in any financial year (as recommended by the Nomination & Remuneration committee and the Board) as set out in the Explanatory statement to this Notice with the authority to the Board of Directors/Committee to grant increments within the range stated therein and to alter and vary from time to time, the terms & conditions of the said appointment in such manner as may be agreed to between the Board of Directors/Committee and Mr. Rajendra Mehta.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

3) To appoint Mr. Jigish Sonagara as Whole-time Director of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jigish Sonagara (DIN: 07024688), who was appointed an Additional Director of the Company with effect from November 21, 2014 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of the forthcoming Annual General Meeting, being eligible for appointment and having consented to act as Director of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and applicable rules framed thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of Central Government, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Jigish Sonagara (DIN: 07024688) as Whole-time Director of the Company for a period of three years commencing from November 21, 2014 on terms and conditions including remuneration, commission and minimum remuneration in the event of inadequacy of profits in any financial year (as recommended by the Nomination & Remuneration committee and the Board) as set out in the Explanatory statement to this Notice with the authority to the Board of Directors/Committee to grant increments within the range stated therein and to alter and vary from time to time, the terms & conditions of the said appointment in such manner as may be agreed to between the Board of Directors/Committee and Mr. Jigish Sonagara.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

4) Adoption of new Articles of Association of the Company:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association, and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company (or any committee thereof)or the Company Secretary of the Company, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5) Payment of remuneration to Managing Director of Atom Technologies Limited, a subsidiary of the Company:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of Companies Act, 2013 (the Act) and Section III (a) of Part II of Schedule V of the Companies Act, 2013 read with applicable rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for payment of remuneration to Mr. Dewang Neralla (DIN: 00107134), Managing Director and CEO of Atom Technologies Limited ('Atom'), a subsidiary of the Company, in excess of limits prescribed under Section II of Part II of Schedule V of the Act to be paid to Atom during Mr. Dewang Neralla's tenure as Managing Director and CEO in Atom, as per the terms and remuneration as approved by the Board and shareholders of Atom, subject to such amount or amounts to be paid to Atom is within permissible limit for the Company under Section 197 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (or any committee thereof) or the Company Secretary of the Company, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6) Payment of remuneration to Managing Director of Tickerplant Limited, wholly owned subsidiary of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions, if any, of Companies Act, 2013 (the Act) and Section III (a) of Part II of Schedule V of the Companies Act, 2013 read with applicable rules framed there under, (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded for payment of remuneration to Mr. Manjay Shah (DIN: 01283910), Managing Director of Tickerplant Limited ('Tickerplant'), a wholly owned subsidiary of the Company, in excess of limits prescribed under Section II of Part II of Schedule V of the Act to be paid to Tickerplant during Mr. Manjay Shah's tenure as Managing Director in Tickerplant, as per the terms and remuneration approved by the Board and shareholders of Tickerplant, subject to such amount or amounts to be paid to Tickerplant is within permissible limit for the Company under Section 197 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (or any committee thereof) or the Company Secretary of the Company, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7) Investment in Subsidiary of the Company/Approval of related party transaction:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force)and proviso to clause 49 (VII) (A) of the Listing Agreement entered with the Stock Exchanges, consent of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to give/acquire/make from time to time,any loans/guarantee/advances/deposits/investments in equity shares and/or other securities of National Spot Exchange Limited (NSEL), subsidiary of the Company, additionally upto a sum of Rs. 50 crores (Rupees Fifty crores only) in one or more tranches notwithstanding that the aggregate of the investments so far made in NSEL or to be made exceeds the limits/will exceed the limits laid down by the Act/Listing Agreement.

RESOLVED FURTHER THAT the Board of Directors of the Company (or any committee thereof) or Company Secretary of the Company, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8) Approval of Related Party Transaction:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 188, and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to related party transactions/proposed related party transactions, entered into/to be entered into between the Company and Mr. Miten Mehta (DIN: 06749055), Non-Executive & Non-Independent Director of the Company for availing of services of professional nature from Mr. Miten Mehta, for the period from November 20, 2014 till March 31, 2015 upto a maximum value of Rs. 47 lacs (Rupees forty seven lacs only) plus applicable service tax and other taxes, if any, and from financial year 2015-16 onwards upto a maximum value of Rs. 1 crore (Rupees One Crore) per annum plus applicable taxes, if any, as may be decided by the Board/Committee at its discretion.

RESOLVED FURTHER THAT the Board of Directors of the Company (or any committee thereof) or Company Secretary of the Company, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9) Payment of commission to Non-Executive Directors:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the resolution previously passed by the shareholders at their meeting held on February 21, 2014 pursuant to the Companies Act 1956, consent of the Company be and is hereby accorded pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (the Act), and applicable rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), for payment of commission to the non-executive directors of the Company (i.e. directors other than the Managing Director and/or the Whole-time Directors) not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or the Company Secretary of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
For Financial Technologies (India) Limited

Sd/-
Hariraj Chouhan
Vice President & Company Secretary

Date: July 24, 2015
Place : Mumbai

Notes:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the aforesaid special business is annexed hereto.

2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on July24, 2015 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.

3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, along with a postage-prepaid self-addressed Business Reply Envelope.

4. Only a Member entitled to vote is entitled to exercise his vote through e-voting/physical Ballot and send it to the Scrutinizer. Any person having no voting rights should treat this Notice as intimation only.

5. The Board of Directors, at its meeting held on July24, 2015 has appointed Mr. B. Narasimhan, Proprietor, M/s. BN & Associates, Company Secretaries,Mumbai, as the Scrutinizer to receive and scrutinize the completed Postal Ballot papers received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.

6. Postal Ballot Form and the self-addressed postage pre-paid envelopes are enclosed for use of Member(s).

7. Members can cast their vote online from August 01, 2015 (9:00 am onwards) till August 30, 2015 (upto 5:00 pm) as the e-voting module shall be disabled for voting by Karvy Computershare Pvt. Ltd. thereafter. No voting shall be allowed beyond 5:00 pm of August 30, 2015. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions printed on the form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before 5.00 p.m. on August 30, 2015.**Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.**

8. Documents related to the abovementioned resolutions are open for inspection at the Registered Office of the Company on all working days (except Saturday& Sunday) from 11:00 am to 1:00 pm till August 30, 2015.

9. For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herewith:

PROCEDURE/INSTRUCTIONS FOR E-VOTING:

The instructions for Members for e-voting are as under:

A. In case a Member receives an e-mail from Karvy Computershare Pvt. Ltd:

i. Launch Internet browser by typing the URL: https://evoting.karvy.com

ii. Enter the login credentials (i.e. user ID and password mentioned in your email/Postal Ballot Form). Your Folio No./DP ID client ID will be your user ID. *However, if you are already registered with Karvy Computershare Pvt. Ltd. (Karvy) for e-voting, you can use your existing User ID and Password for casting your vote.*

USER ID:	**For Members holding shares in Demat form:** a. For NSDL: 8 character DP ID followed by 8 digits Client ID b. For CDSL: 16 digits Beneficiary ID/Client ID **For Members holding shares in Physical form:** Event no. (EVEN) followed by Folio No. registered with the Company.
Password:	Your Unique Password is printed on the Postal Ballot Form/provided in the email forwarding the electronic notice.

iii. After entering these details appropriately. Click on 'LOGIN'

iv. You will now reach Password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (e-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT' i.e. Financial Technologies (India) Limited

vii. On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under "FOR/AGAINST" or alternatively, you may partially enter any number in 'FOR" and partially in "AGAINST" but the total number in 'FOR/AGAINST' taken together should not exceed the total shareholding. If the shareholder does not indicate either "FOR" or 'AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the resolutions.

ix. Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer at e-mail id ftil.postalballot@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format 'Corporate Name_EVEN NO."

B. In case a Member receives Postal Ballot Form by Post:

i. Initial password is provided at the bottom of the Postal Ballot Form.

ii. Please follow all steps from Sl. No. (i) to Sl. No. (ix) as mentioned in (A) above, to cast e-vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual for shareholders, available at the download section of https://evoting.karvy.com or contact Karvy Computershare Pvt. Ltd. at Tel No. 1800 345 4001 (toll free). In case of any grievances connected with e-voting, members may kindly contact Mr. P.A. Varghese of Karvy Computershare Pvt. Ltd. at Tel. No. 040-67161503.

10. Eligible Members who have not received/received the Postal Ballot notice by email and who wish to vote through physical ballot can download the form from the link https://evoting.karvy.com or from the website of the Company www.ftindia.com.

11. If the proposed resolution is assented by a requisite majority, it shall be deemed to have been duly passed at a general meeting. The resolution will become effective on and from August 30, 2015.

12. The Special Resolution mentioned above shall be declared as passed if the numbers of votes cast in its favors are not less than three times the number of votes, if any, cast against the said Resolutions.

13. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form and self-addressed postage pre-paid business reply envelope. A Member may request for a duplicate Postal Ballot Form from Company's Registrar & Share Transfer Agent:

    Karvy Computershare Private Limited
    (Unit: Financial Technologies (India) Limited)
    Karvy Selenium Tower B, Plot 31-32, Gachibowli,
    Financial District, Nanakramguda, Hyderabad – 500 032.
    Tel: +91-40-67162222, Fax: +91-40-23001153, email: einward.ris@karvy.com

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item No. 1:

The Board of Directors at its meeting held on November 07, 2014, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Prashant Desai (DIN: 01578418) as an Additional Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 to hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Prashant Desai for the office of Director of the Company. Mr. Prashant Desai is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Further, the Board of Directors at its meeting held on November 7, 2014 appointed him as Whole Time Director and subsequently at the Board Meeting held on November 20, 2014, on the recommendation of the Nomination & Remuneration Committee and subject to the approval of shareholders re-designated and appointed Mr. Prashant Desai as Managing Director & CEO of the Company for a period of 3 years commencing from November 21, 2014 on the following terms, conditions, remuneration etc;

a) Remuneration:
   Remuneration of Rs. 1.20 Crore as Cost to Company (CTC) Per Annum with the liberty to the Board of Directors to alter and vary the terms of remuneration from time to time at its discretion up to the total remuneration in the range of CTC of Rs. 1.20 Crore to Rs. 4.50 Crore per annum.

   The aforesaid remuneration is bifurcated by way of basic salary, HRA, Provident Fund, Special allowances, other fringe benefits, performance pay and perquisites as per the rules and regulations of the Company for the time being in force and as determined by the Committee/Board from time to time. The perquisites and benefits are to be evaluated as per the Income-Tax Rules, 1961 and in the absence of the same, applicable rules at the cost to the Company.

b) Leave encashment:
   Payable in addition to the aforesaid remuneration to Mr. Prashant Desai, as per the rules of the Company as applicable to Senior Management Personnel of the Company.

c) Gratuity:
   Payable to Mr. Prashant Desai, at the rate of half month's salary for each completed year of service which is part of CTC. For the purpose of gratuity, superannuation or deferred annuity policy and leave encashment benefits, the services of Senior Managerial Personnel/Executive Directors will be considered as continuous service with the Company from the date they have joined the services of the Company or its holding or subsidiary or step down subsidiary of Company in any capacity from time to time and termination/expiry of the Agreement followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.

d) Commission:
   In addition to the aforesaid remuneration, after the profits are ascertained in each year, the Board/Committee at its sole discretion may pay a commission to Mr. Prashant Desai as they may deem fit and proper.

   However, the overall managerial remuneration including commission shall not exceed the limits prescribed under Section 197 and 198 of the Companies Act, 2013 read with schedule V as may be applicable from time to time.

e) Minimum Remuneration:
   In case of absence of or inadequacy of profits in any year the Managing Director & CEO shall be entitled to salary, perquisites and benefits and any other allowances which shall be governed by the provisions of the Companies Act 2013 and rules made thereunder including any statutory amendments thereto or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

The Board of Directors shall have liberty to alter and vary the terms of remuneration from time to time at its discretion upto the total remuneration of Rs. 4.50 Crore CTC per annum set hereinabove (excluding commission) subject to the provisions of the Companies Act 2013 and rules made thereunder including any statutory amendments thereto.

The aforesaid appointment are subject to termination with 3 (Three) months' notice from either side and also as per the clauses mentioned in the Agreement entered into between the Company and Mr. Prashant Desai.

The detailed profile of Mr. Prashant Desai, Directorship and Committee position held by him in other Companies is included separately in this Notice.

The Board of Directors propose the appointment of Mr. Prashant Desai as a Managing Director & CEO of the Company and recommend the resolution(s) as set out in Item No. 1 of the Notice for the approval of the members. Other than Mr. Prashant Desai, none of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, in the proposed Special Resolution.

Item No. 2&3:

The Board of Directors at its meeting held on November 20, 2014, on the recommendation of the Nomination and Remuneration Committee appointed Mr. Rajendra Mehta (DIN: 00390504) and Mr. Jigish Sonagara (DIN: 07024688) as an Additional Directors in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 to hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company. The Company has received a notice in writing from members along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing their candidature for the office of Director of the Company.

Further, the Board of Directors on recommendation of the Nomination & remuneration Committee appointed Mr. Rajendra Mehta & Mr. Jigish Sonagara as Whole-time Directors of the Company for a period of 3 years commencing from November 21, 2014 subject to the approval of shareholders, on the following terms, conditions, remuneration etc;

a) Remuneration:

Mr. Rajendra Mehta:	Rs. 1 Crore as Cost to Company (CTC) Per Annum with the liberty to the Board of Directors to alter and vary the terms of remuneration from time to time at its discretion up to the total remuneration in the range of CTC of Rs. 1 Crore to Rs. 3 Crore per annum.
Mr. Jigish Sonagara:	Rs. 1.50 Crore as Cost to Company (CTC) Per Annum with the liberty to the Board of Directors to alter and vary the terms of remuneration from time to time at its discretion up to the total remuneration in the range of CTC of Rs. 1.50 Crore to Rs. 4.50 Crore per annum.

The aforesaid remuneration is bifurcated by way of basic salary, HRA, Provident Fund, Special allowances, other fringe benefits, performance pay and perquisites as per the rules and regulations of the Company for the time being in force and as determined by the Committee/Board from time to time. The perquisites and benefits are to be evaluated as per the Income-Tax Rules, 1961 and in the absence of the same, applicable rules at the cost to the Company.

b) Leave encashment:

Payable in addition to the aforesaid remuneration, as per the rules of the Company as applicable to Senior Management Personnel of the Company.

c) Gratuity:

Payable at the rate of half month's salary for each completed year of service which is part of CTC. For the purpose of gratuity, superannuation or deferred annuity policy and leave encashment benefits, the services of Senior Managerial Personnel/Executive Directors will be considered as continuous service with the Company from the date they have joined the services of the Company or its holding or subsidiary or step down subsidiary of Company in any capacity from time to time and termination/expiry of the Agreement followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.

d) Commission:

In addition to the aforesaid remuneration, after the profits are ascertained in each year, the Board/Committee at its sole discretion may pay a commission as they may deem fit and proper. However, the overall managerial remuneration including commission shall not exceed the limits prescribed under Section 197 and 198 of the Companies Act, 2013 read with schedule V as may be applicable from time to time.

e) Minimum Remuneration:

In case of absence of or inadequacy of profits in any year the Whole-Time Directors shall be entitled to salary, perquisites and benefits and any other allowances which shall be governed by the provisions of the Companies Act 2013 and rules made thereunder including any statutory amendments thereto or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

The Board of Directors shall have liberty to alter and vary the terms of remuneration from time to time at its discretion within the limits set hereinabove (excluding commission) subject to the provisions of the Companies Act 2013 and rules made thereunder including any statutory amendments thereto.

The aforesaid appointments are subject to termination with 3 (Three) months' notice from either side and also as per the clauses mentioned in the Agreement entered into between the Company and the Whole-time Directors.

The detailed profiles of Mr. Rajendra Mehta and Mr. Jigish Sonagara, Directorship and Committee position held by them in other Companies is included separately in this Notice.

The Board of Directors propose the appointment of the said Whole-time Directors of the Company and recommend the resolution(s) as set out in Item No. 2&3 of the Notice for the approval of the members. Other than Mr. Rajendra Mehta & Mr. Jigish Sonagara, in their respective resolutions, none of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, in the individually proposed Special resolution.

Item No. 4:

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013, ("Act"). With the enactment of the Act, several regulations of the existing AoA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AoA with a revised AoA. The draft of revised AoA is available for inspection by the Members at the Registered Office of the Company on all working days (except Saturday and Sunday) between 11:00 a.m. to 1:00 p.m. and also uploaded on the website of the Company till the date the postal ballot results are announced. Any shareholder desiring a copy of the draft of revised AoA is requested to write to the Company Secretary at the Corporate Office.

The revised AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5:

The Board of Directors of Atom Technologies Limited ("Atom"), subsidiary of the Company, appointed Mr. Dewang Neralla as Managing Director (MD) & CEO of the Company for a period of 3 years commencing from November 21, 2014. Considering the industry trend and also the professional qualification & experience of Mr. Dewang Neralla and the past remuneration drawn by him, Atom appointed him at a remuneration ranging between Rs. 1.80 crores per annum to Rs. 4.5 crores per annum, as may be determined by the Board of Atom during his tenure of appointment. This appointment was based on the permitted practice prevailing for payment of remuneration in respect of managerial personnel of subsidiary Company having inadequate profits or losses, borne by the parent Company within the limit of remuneration available in the parent Company.

Atom, being the company having losses/inadequate profits in the previous financial year, proposed to avail the option provided for in Section III(a) of Part II of Schedule V of the Act and approached the Company to reimburse to Atom any remuneration in excess of the limits specified in Section I or Section II of Schedule V of the Act paid by Atom to

Mr. Dewang Neralla.Subject to shareholders' approval, Board of Directors of the Company have consented to reimburse such excess remuneration to Atom.

The Company, pursuant to Section III(a) of Part II of Schedule V now seeks approval of its shareholders for reimbursement of payment of remuneration in excess of limits prescribed under section II of Part II of Schedule V of the Act by Atom to Mr. Dewang Neralla.

None of the Directors, Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolutions. Mr. Dewang Neralla directly and indirectly holds more than 2% shareholding in Atom and is the Co-Promoter and former Whole-time Director of the Company.

The Board accordingly commends the resolution set out at Item No 5 of the Notice for your approval.

Item no. 6:

The Board of Directors of Tickerplant Limited ("Tickerplant"), Wholly Owned subsidiary of the Company, appointed Mr. Manjay Shah as Managing Director of the Company for a period of 3 years commencing from November 21, 2014. Considering the industry trend and also the professional qualification & experience of Mr. Manjay Shah and the past remuneration drawn by him, Tickerplant appointed him at a remuneration ranging between Rs. 2.40 crores per annum to Rs. 6 crores per annum, as may be determined by the Board of Tickerplant during his tenure of appointment. This appointment was based on the permitted practice prevailing for payment of remuneration in respect of managerial personnel of the subsidiary Company having losses/ inadequate profits, borne by the parent Company within the limit of remuneration available in the parent Company.

Tickerplant, being the company having losses/inadequate profits in the previous financial year, proposed to avail of the option provided for in Section III(a) of Part II of Schedule V of the Act and approached the Company to reimburse remuneration in excess of the limits specified in Section I or Section II of Schedule V of the Act being paid by Tickerplant to Mr. Manjay Shah; subject to shareholders' approval, Board of Directors of the Company have consented to reimburse such excess remuneration to Tickerplant.

The Company, pursuant to Section III(a) of Part II of Schedule V now seeks approval of its shareholders for reimbursement of payment of remuneration in excess of limits prescribed under section II of Part II of Schedule V of the Act by Tickerplant to Mr. Manjay Shah.

None of the Directors, Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolutions. Mr. Manjay Shah is a brother of Mr. Jignesh Shah, Promoter of your Company and former whole-time Director of your Company.

The Board accordingly commends the resolution set out at Item No. 6 of the Notice for your approval.

Item no. 7:

National Spot Exchange Limited ("NSEL"), subsidiary of the Company, has been through a challenging time since the unfolding of the NSEL payment crisis on NSEL trading platform. F.Y. 2014-15 had been a challenging year for NSEL as it is currently defending itself in various legal, recovery and other related matters associated with settlement default by some members, occurred on the exchange platform in F.Y. 2013-14. NSEL has requested for financial support for its ongoing activities like a) to recover the money from defaulting members, b) to defend various legal cases c) to continue to take necessary legal action against various parties to recover amount from defaulting parties and d) for working capital.

NSEL has to incur expenditure due to exigency and criticality of ongoing legal/recovery and other related matters and funds are also required for its day-to-day administrative, operational, legal and recovery expenses. NSEL at this point in time requires funds to go through the current crisis and also to adequately support its legal/recovery efforts of the team involved.

To support NSEL for the above matters, it is proposed to provide additional financial assistance, inter-alia, either by way of loan or by way of equity infusion, a sum not exceeding Rs. 50 crores in one or more tranches, during the FY 2015-16.

Pursuant to proviso to clause 49 (VII) (A) of the Listing Agreement, all material transactions entered into by the Company with related party require shareholders approval. Since the proposed additional infusion of Rs. 50 crores by the Company in NSEL is material, approval of shareholders is being sought for the same.

None of the Directors, Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. Mr. S. Rajendran, Independent Director on the Board of your Company, is a nominee Director of FTIL on the Board of NSEL.

The Board accordingly commends the special resolution set out at Item No. 7 of the Notice for your approval.

Item no. 8:

Mr. Miten Mehta is a specialist in technology start-up and finance domain with over 20 years of experience across geographies. His proven leadership has led to successful scaling of businesses, delivering consistent growth, driving seamless innovation in fast growing markets.

He was appointed as a Non-Executive Director of the Company on November 20, 2014. Considering his expertise, the Board of Directors of the Company, on the recommendation of the Nomination & remuneration Committee (NRC) and the Audit Committee and subject to approval of the shareholders, approved the appointment of Mr. Miten Mehta for rendering services of professional nature to the Company w.e.f. November 20, 2014 at a fee of Rs.47lacs (Rupees forty seven lacs) plus applicable service tax and other taxes from November 20, 2014 to March 31, 2015 and from financial year 2015-16 onwards upto a maximum value of Rs. 1 crore (Rupees One Crore) per annum plus applicable taxes, if any, as per terms and conditions to be determined by the NRC and the Board at its discretion. Appointment of a Director to any Office or place of profit in the Company at a remuneration exceeding Rs. 2.50 lacs per month requires shareholders approval. Mr. Miten Mehta was earlier employed by the Company as President – New Ventures between July 01, 2013 to November 19, 2014 at a remuneration of Rs. 1.20 crores per annum.

Mr. Miten Mehta is not related to any of the Directors & key managerial personnel of the Company. None of the Directors except Mr. Miten Mehta, Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board accordingly commends the ordinary resolution set out at Item No. 8 of the Notice for your approval.

Item No. 9:

The Company sought shareholders approval at the general meeting held on February 21, 2014 under the erstwhile Companies Act, 1956. Subsequent to the enactment of new Companies Act, 2013, the Company now seeks the approval of shareholders for payment of commission to the Non-Executive Directors considering their continuous and valuable contribution in directing the strategy of the Company, upto 1% of the Company's net profit as calculated under Section 198 of the Companies Act, 2013, from the financial year 2015-16 onwards to be distributed amongst the Directors as may be decided by the Board from time to time.

Section 197 of the Companies Act, 2013, provides for payment of remuneration to the directors who are neither managing directors nor whole-time directors (i.e. non-executive directors) which shall not exceed 1% of the net profits of the Company. The Board of Directors of the Company, subject to the approval of members of the Company, may propose to remunerate the non-executive directors (i.e. directors other than Managing Director and the Whole-time Directors) not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Act.

The said remuneration to non-executive directors, if paid, shall be in addition to the sitting fee payable to them for attending meetings of Board and Committees thereof.

The Non-Executive Directors are deemed to be interested in the resolution. None of the other Directors , Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolutions.

The Board accordingly commends the resolution set out at Item No. 9 of the Notice for your approval.

By order of the Board
For Financial Technologies (India) Limited

Sd/-
Hariraj Chouhan
Vice President & Company Secretary

Date: July 24, 2015
Place : Mumbai

Details of Directors seeking appointment (Pursuant to Clause 49 of the Listing Agreement):

Name of the Director	**Mr. Prashant Desai**
DIN	01578418
Date of Birth	January 7, 1972
Date of Appointment	November 7, 2014
Qualifications	Chartered Accountant and Cost & Works Accountant
Expertise in specific functional area	Strategy, Investor Relations, Private Equity, Investments & M&A specialist
Directorship in other Companies (excluding foreign Companies)	(i) FT Knowledge Management Company Ltd., (ii) Tickerplant Limited
Chairmanship/Membership of committees of other Companies (includes Audit Committee, Stakeholders Relationship Committee and Nomination and remuneration Committee)	**Member of Board Committees:** 1. Tickerplant Limited – Audit Committee and Nomination and Remuneration Committee
No of shares held in the Company	2080

Name of the Director	**Mr. Rajendra Mehta**	**Mr. Jigish Sonagara**
DIN	00390504	07024688
Date of Birth	August 14, 1965	July 12, 1976
Date of Appointment	November 21, 2014	November 21, 2014
Qualifications	Chartered Accountant	Chartered Accountant
Expertise in specific functional area	Expert in Market & Operations with extensive professional experience in Capital market particularly in Stock Broking and Investment Banking	Leading Trading Transaction Technology specialist with vast professional experience in implementing automation for all aspects of Trading Transaction Technologies for Broker to Exchanges
Directorship in other Companies	NIL	NIL
Chairmanship/Membership of committees of other Companies	NIL	NIL
No of shares held in the Company	NIL	1415

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