

August 31, 2015

The Chairman
Financial Technologies (India) Limited
Corporate Office:
FT Tower, CTS No.256 & 257,
Suren Road, Chakala, Andheri East,
Mumbai 400093

Registered Office:
Shakti Tower-1, 7th Floor,
Premises -E, 766, Anna Salai,
Thousand lights, Chennai 600002

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 'FTIL' or the "Company") on July 24, 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 July 24, 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, listed on both NSE and BSE, it falls within the requirements as specified in the above mentioned Circulars of SEBI. 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 the Company.



FTIL accordingly had made arrangements with the System Provider Karvy Computershare Private Limited (hereinafter referred to as 'KARVY') for providing a system for recording votes of the shareholders cast electronically through e-Voting. The 'Company' 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 <https://www.evoting.karvy.com>. FTIL has also uploaded the Postal Ballot Notice containing the resolutions 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 July 24, 2015 sent to all the shareholders by Registered Post, courier and by email, wherever email id's were available as detailed elsewhere in this Report. The above activities were completed by July 31, 2015. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of July 24, 2015 (cut-off date). The Ordinary and Special Resolutions proposed for approval of the shareholders are as under.

Sr. No.	Type of Resolutions	Description of the resolutions
1	<u>Special Resolution</u> Appointment of Mr. Prashant Desai as Managing Director and CEO:	<p>"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.</p> <p>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</p>



		<p>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.</p> <p>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."</p>
2	<p><u>Special Resolution</u></p> <p>To appoint Mr. Rajendra Mehta as Whole-time Director of the Company</p>	<p>"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.</p> <p>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</p>



		<p>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.</p> <p>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."</p>
3	<p><u>Special Resolution</u></p> <p>To appoint Mr. Jigish Sonagara as Whole-time Director of the Company:</p>	<p>"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 up to 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.</p> <p>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</p>



		<p>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.</p> <p>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."</p>
4	<p><u>Special Resolution</u></p> <p>Adoption of new Articles of Association of the Company:</p>	<p>"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 reenactment 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.</p> <p>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."</p>
5	<p><u>Ordinary Resolution:</u></p> <p>Payment of remuneration to Managing Director of Atom Technologies Limited, a subsidiary of the</p>	<p>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</p>



	<p>Company:</p>	<p>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.</p> <p>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."</p>
6	<p><u>Ordinary Resolution:</u></p> <p>Payment of remuneration to Managing Director of Tickerplant Limited, wholly owned subsidiary of the Company:</p>	<p>"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.</p> <p>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."</p>
7	<p><u>Special Resolution:</u></p> <p>Investment in Subsidiary of the Company/Approval of related party transaction:</p>	<p>"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</p>



		<p>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.</p> <p>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."</p>
8	<p><u>Ordinary Resolution:</u></p> <p>Approval of Related Party Transaction:</p>	<p>"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.</p> <p>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."</p>
9	<p><u>Special Resolution:</u></p> <p>Payment of commission to Non-Executive Directors:</p>	<p>"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</p>



		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."
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I report that the Postal Ballot Notice dated July 24, 2015 as per provisions of 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 28692 by Registered post / Courier 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 5.00 P.M., August 30, 2015. In addition to the above, Postal Ballot Notices were also sent via electronic mode by KARVY the system provider to 34850 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 July 24, 2015 (cut-off date). As per the information provided by the Service Provider, out of the 34850 emails sent 2098 Emails had bounced. The Company subsequently, once again instructed the service provider to resend emails after rectifying any mistakes in recording the original email addresses by the respective depository participant.

I further report that as stated in the Postal Ballot Notice sent to the shareholders, the Company had fixed 5:00 pm on Sunday August 30, 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 the Company in English Newspaper, in "The New Indian Express", and in "Dinamani" Tamil edition Newspaper, on August 1, 2015, informing about the completion of despatch of the Postal Ballot Notices, both by Registered Post / Courier 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 Saturday August 1, 2015 till Sunday August 30, 2015. All the Postal Ballot forms together with all votes cast by E-voting through KARVY received up to 5:00 pm on Sunday August 30, 2015, being the last date fixed by the 'Company' for receipt of the ballot forms/e-voting, was considered for my scrutiny.



Envelopes numbering to 3216 containing Postal Ballot forms returned undelivered by Courier agency / 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.

On August 30, 2015, after the closure of e-voting period till 5.00 P.M., the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. Premkumar Nair and Mr. Anandan K witnesses not in employment of the 'Company', 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, beneficiary particulars, including Dp id and Client Id, 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 63542 shareholders as of the cut-off date, 168 shareholders have exercised their vote through e-Voting and 42 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. There has been no case where a Member has cast his votes by physical ballot as well as by e-voting.

The details of polling results for each of the items placed for consideration by the members are given below:

Total No. of Shareholders as on cut-off date	63542
Total No. of Shares held by them	46078537
Receipt of Postal Ballot Forms	From August 1, 2015 till August 30, 2015



Details	E-voting	Voting by Postal ballot	Total voting
Number of members who cast their votes	168	42	210
Total number of Shares held by them	30704357	9289	30713646
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	Various as mentioned under each of the Resolution		

Note:

Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through E-Voting, and voting by Physical ballot.

- Invalid Postal Ballot was not taken into account for counting of votes.
- 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.
- There are Nil cases where investors have voted both in physical mode as well as in electronic mode.

Item No 1. Special Resolution

- Appointment of Mr. Prashant Desai as Managing Director & CEO

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	28881925	94.185	1783244	5.815	39188
Voting by Postal ballot	8728	96.527	314	3.473	247
TOTAL	28890653	94.185	1783558	5.815	39435



Summary of Postal Ballot for item 1 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	100.00	0.00
Public-Institution al holders	7914503	5764543	72.835	3981888	1782655	69.076	30.924
Public-others	17138156	3885194	22.670	3884291	903	99.977	0.023
Total	46078537	30674251	66.569	28890693	1783558	94.185	5.815

Percentage of votes cast in favour: 94.185 Percentage of votes cast against: 5.815

RESULTS:-

As the number of votes cast 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 July 24, 2015 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.

Item No 2. Special Resolution

2. Appointment of Mr. Rajendra Mehta as a Whole-time Director



Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	29151179	95.063	1513990	4.937	39188
Voting by Postal ballot	8768	96.543	314	3.457	207
TOTAL	29159947	95.063	1514304	4.937	39395

Summary of Postal Ballot for item 2 of Postal Ballot

Promoter /Public	No. of shares held (1)	No. of votes polled 2)	% of votes polled on outstand ing 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	100.00	0.00
Public- Institution al holders	7914503	5764543	72.835	4251160	1513383	73.747	26.253
Public- others	17138156	3885194	22.670	3884273	921	99.976	0.024
Total	46078537	30674251	66.570	29159947	1514304	95.063	4.937

Percentage of votes cast in favour: 95.063. Percentage of votes cast against: 4.937

RESULTS:-

As the number of votes cast 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. 2 of Postal Ballot Notice dated July 24, 2015 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.



Item No 3. Special Resolution

3. Appointment of Mr. Jigish Sonagara as Whole-time Director

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	29150624	95.060	1514785	4.940	38948
Voting by Postal ballot	8768	96.543	314	3.457	207
TOTAL	29159392	95.061	1515099	4.939	39155

Summary of Postal Ballot for item 3 of Postal Ballot

Promoter /Public	No. of shares held (1)	No. of votes polled 2)	% of votes polled on outstand ing 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	100.00	0.00
Public- Institution al holders	7914503	5764543	72.835	4251160	1513383	73.747	26.253
Public- others #	17138156	3885434	22.671	3883718	1716	99.956	0.044
Total	46078537	30674491	66.570	29159392	1515099	95.061	4.939

Percentage of votes cast in favour: 95.061. Percentage of votes cast against: 4.939

RESULTS:-

As the number of votes cast 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. 3 of Postal Ballot Notice dated July 24, 2015 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.



Item No 4. Special Resolution

4. Adoption of new Articles of Association of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	30307512	98.833	357848	1.167	38997
Voting by Postal ballot	8922	98.238	160	1.762	207
TOTAL	30316434	98.833	358008	1.167	39204

Summary of Postal Ballot for item 4 of Postal Ballot

Promoter /Public	No. of shares held (1)	No. of votes polled 2)	% of votes polled on outstand ing 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	100.00	0.00
Public- Institution al holders	7914503	5764543	72.835	5407657	356886	93.809	6.191
Public- others #	17138156	3885385	22.671	3884263	1122	99.971	0.029
Total	46078537	30674442	66.570	30316434	358008	98.833	1.167

Percentage of votes cast in favour: 98.833. Percentage of votes cast against: 1.167

RESULTS:-

As the number of votes cast 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. 4 of Postal Ballot Notice dated July 24, 2015 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.



Item No 5. Ordinary Resolution

Payment of remuneration to Managing Director of Atom Technologies Limited, subsidiary of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	28852190	94.087	1813137	5.913	39030
Voting by Postal ballot	8648	95.221	434	4.779	207
TOTAL	28860838	94.088	1813571	5.912	39237

Summary of Postal Ballot for item 5 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	100.00	0.00
Public-Institutional holders	7914503	5764543	72.835	3953457	1811086	68.582	31.418
Public-others #	17138156	3885352	22.671	3882867	2485	99.936	0.064
Total	46078537	30674409	66.570	28860838	1813571	94.088	5.912

Percentage of votes cast in favour: 94.088. Percentage of votes cast against: 5.912

RESULTS:- As the number of votes cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as set forth in item No. 5 of Postal Ballot Notice dated July 24, 2015 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.



Item No 6. Ordinary Resolution

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

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	28852188	94.087	1813139	5.913	39030
Voting by Postal ballot	8648	95.221	434	4.779	207
TOTAL	28860836	94.088	1813573	5.912	39237

Summary of Postal Ballot for item 6 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	100.00	0.00
Public-Institutional holders	7914503	5764543	72.835	3953457	1811086	68.582	31.418
Public-others #	17138156	3885352	22.671	3882865	2487	99.936	0.064
Total	46078537	30674409	66.570	28860836	1813573	94.088	5.912

Percentage of votes cast in favour: 94.088. Percentage of votes cast against: 5.912

RESULTS:-

As the number of votes cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as set forth in item No. 6 of Postal Ballot Notice dated July 24, 2015 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.



Item No 7. Special Resolution**7. Investment in Subsidiary of the Company / Approval of Related Party Transaction**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	30663910	99.995	1640	0.005	38807
Voting by Postal ballot	8648	95.200	436	4.800	205
TOTAL	30672558	99.993	2076	0.007	39012

Summary of Postal Ballot for item 7 of Postal Ballot

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstand ing 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	100.00	0.00
Public- Institution al holders	7914503	5764543	72.835	5764543	0	100.00	0.00
Public- others. #	17138156	3885577	22.672	3883501	2076	99.947	0.053
Total	46078537	30674634	66.570	30672558	2076	99.993	0.007

Percentage of votes cast in favour: 99.993. Percentage of votes cast against: 0.007

RESULTS:- As the number of votes cast 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. 7 of Postal Ballot Notice dated July 24, 2015 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.



Item No 8. Ordinary Resolution**8. Approval of Related party Transaction**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	28998861	94.566	1666233	5.434	39263
Voting by Postal ballot	8641	95.144	441	4.856	207
TOTAL	29007502	94.567	1666674	5.433	39470

Summary of Postal Ballot for item 8 of Postal Ballot

Promoter /Public	No. of shares held (1)	No. of votes polled 2)	% of votes polled on outstand ing 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	0.00	100.00	0.00
Public- Institution al holders	7914503	5764543	72.835	4099626	1664917	71.118	28.882
Public- others #	17138156	3885119	22.669	3883362	1757	99.955	0.045
Total	46078537	30674176	66.569	29007502	1666674	94.567	5.433

Percentage of votes cast in favour: 94.567. Percentage of votes cast against: 5.433

RESULTS:-

As the number of votes cast in favour of the Resolution is more than the number of votes cast against, I report that the Ordinary Resolution as set forth in item No. 8 of Postal Ballot Notice dated July 24, 2015 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.



Item No 9. Special Resolution

9. Payment of Commission to Non-Executive Directors

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained/ Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Remote E-voting	30663368	99.994	1690	0.006	39299
Voting by Postal ballot	8641	95.144	441	4.856	207
TOTAL	30672009	99.993	2131	0.007	39506

Summary of Postal Ballot for item 9 of Postal Ballot

Promoter /Public	No. of shares held (1)	No. of votes polled 2)	% of votes polled on outstand ing 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	100.00	0.00
Public- Institution al holders	7914503	5764543	72.835	5764543	0	100.00	0.00
Public- others #	17138156	3885083	22.669	3882952	2131	99.945	0.055
Total	46078537	30674140	66.569	30672009	2131	99.993	0.007

Percentage of votes cast in favour: 99.993. Percentage of votes cast against: 0.007

RESULTS:- As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Ordinary Resolution as set forth in item No. 9 of Postal Ballot Notice dated July 24, 2015 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 July 24, 2015 and the Board Resolution dated July 24, 2015 the Chairman or any authorized person in that behalf may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred on or before September 1, 2015. The same will be displayed at the registered office of the FTIL located at Shakti Tower-1, 7th Floor, Premises -E, 766, Anna Salai, Thousand lights, Chennai 600002 and also the Corporate office of the Company, situated at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai 400093.

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

I 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 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: August 31, 2015

Witnesses to the unblocking of e-voting, on August 30, 2015, on closure of e-voting period.

1. Mr. Premkumar Nair

2. Mr. Anandan K

Signature



Signature

