



FINANCIAL TECHNOLOGIES (INDIA) LIMITED

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

ADDENDUM to the Notice dated 30th July 2013 calling the 25th Annual General Meeting of Financial Technologies (India) Limited on Wednesday, 25th September 2013 at 2:00 p.m. at Sri. P. Obul Reddy Hall (Vani Mahal), 103, G. N. Chetty Road, T. Nagar, Chennai - 600 017.

Attention of the members is invited to the Notice of 25th Annual General Meeting of the members of the Company scheduled on 25th September 2013. The following developments took place subsequent to the date of Notice;

1. The Company received intimation from Mr. Ravi K. Sheth, Director of the Company withdrawing his consent for re-appointment as a Director at the ensuing Annual General Meeting.
2. Mr. N. Balasubramanian was appointed as Additional Director of the Company on 22nd August 2013. He holds office upto the date of the forthcoming Annual General Meeting

In view of the Intimation received from Mr. Ravi K. Sheth, item no. 3 covered under Ordinary Business of the said Notice shall stand deleted. The following item no. 11 and item no. 12 under Special Business be considered as an Addendum to the Notice;

SPECIAL BUSINESS:

11. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 256 and other applicable provisions, if any, of the Companies Act, 1956, the vacancy caused by the retiring director Mr. Ravi K. Sheth, not seeking re-appointment, be and is hereby not filled at this meeting or at any adjournment thereof."

12. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. N. Balasubramanian who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 at the Board meeting held on 22nd August 2013, and who holds office upto the date of the Twenty fifth Annual General Meeting and in respect of whom notice under Section 257 of the Companies Act, 1956 has been received proposing Mr. N. Balasubramanian as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

The Notice dated 30th July 2013 calling the 25th Annual General Meeting, Notes forming part thereof and the Para on "Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (pursuant to clause 49 of the Listing Agreement)" included therein be read in conjunction with the above addendum.

By Order of the Board

sd/-

Place: Mumbai
Date: 22nd August 2013

Naishadh P. Desai
Sr. VP (Legal) & Company Secretary



ANNEXURE TO THE ADDENDUM TO NOTICE

Explanatory Statement pursuant to section 173 of the Companies Act, 1956:

ITEM NO. 11

Pursuant to provisions of Section 256 of the Companies Act, 1956, Mr. Ravi K. Sheth, Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting. The Company has received intimation from him on 13th August 2013 expressing his desire not to offer himself for re-appointment as a Director at the upcoming Annual General Meeting. The Company does not propose to fill the vacancy arising from the retirement of Mr. Ravi Sheth. The Company appreciates his contribution and support extended during his tenure as director on the Board of the Company.

None of the Directors, except Mr. Ravi Sheth is concerned or interested in the resolution.

Accordingly, the Board recommends the resolution for the approval of the members.

ITEM NO. 12

Mr. N. Balasubramanian was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 22nd August 2013, pursuant to the provisions contained in Article 67 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956. Accordingly, Mr. Balasubramanian will hold office upto the date of this Annual General Meeting.

Mr. Balasubramanian is a Post Graduate in Science and a Post Graduate from Indian Institute of Management, Ahmedabad, and has extensive experience in Banking and Finance. He has been associated with institutions like Small Industries Development Bank of India (SIDBI), IFCI, Bank of Baroda etc. During his tenure as Chairman & Managing Director of SIDBI, he gave new thrust to SME financing and created a strong linkage between commercial banks & SIDBI for supporting SMEs cause. He has also served IFCI as Chairman for a short stint. He was associated with planning commission in preparing 5 years plan documents, focused on SME Financing as Chairman of the Sub-Committee.

Your Directors recommend his appointment as a Director. Except Mr. N. Balasubramanian, none of the other Directors of the Company is, in any way concerned or interested in the resolution.

By Order of the Board

sd/-

Place: Mumbai

Date: 22nd August 2013

Naishadh P. Desai
Sr. VP (Legal) & Company Secretary

FINANCIAL TECHNOLOGIES (INDIA) LIMITED

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

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of Financial Technologies (India) Limited will be held on Wednesday, the 25th September 2013 at 2.00 P.M. at Sri. P. Obul Reddy Hall (Vani Mahal), 103, G. N. Chetty Road, T. Nagar, Chennai - 600 017 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2013 and the Profit & Loss Account for the year ended on that date together with the Schedules attached thereto, and the Reports of the Board of Directors' and Auditors' thereon.
2. To ratify the payment of Interim Dividend(s) and to declare a Final Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Ravi K. Sheth, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. C. M. Maniar, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (ICAI Registration No. 117366W), the retiring Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors/Committee to fix their remuneration.

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

SPECIAL BUSINESS:

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

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

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

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

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 including any amendments thereto, and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and in accordance with the provisions of the Memorandum and Articles of Association of the

Company, provisions of the Securities & Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time (hereinafter referred to as "the Guidelines"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed or other relevant authority from time to time, to the extent applicable and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include a duly authorized and constituted Committee of Directors), the consent and the approval of the Company be and is hereby accorded to the Board to create, offer and grant, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, including Directors of the Company, whether working in India or abroad or otherwise, except the Promoter Directors under Employees Stock Option Scheme - 2013 ("the ESOP Scheme - 2013") such number of equity linked instruments (including warrants / options / Restricted Stock Units ("RSU's") and/or performance options, exercisable into equity shares, hereinafter collectively referred to as "Securities"), which shall not exceed 9,00,000 (Nine Lakhs) or 2% of the paid-up equity share capital of the Company as on the date of grant of option(s) convertible into equivalent number of Securities (in case of bonus and rights issues and split of shares, the aggregate number of stock options would increase in the proportion of bonus and rights and split of shares), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board / Committee.

RESOLVED FURTHER THAT the said Securities may be granted / allotted directly to such employees / Directors of the Company in accordance with the ESOP Scheme – 2013.

RESOLVED FURTHER THAT the issue of Securities to any non-resident employee(s), non-resident Director(s) shall be subject to approval(s), permissions or consents as may be necessary from the Reserve Bank of India or any other relevant authority in this regard, if any.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Company conform to the accounting policies prescribed from time to time under the Guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted, on the exchanges where the Company's equity shares are listed as per the terms and conditions of the listing agreement entered into with the stock exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to modify or amend any of the terms and conditions of the ESOP Scheme - 2013 as it may deem fit from time to time in its sole and absolute discretion in conformity with provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company and the Guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

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

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 including any amendments thereto, and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, provisions of the Securities & Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time (hereinafter referred to as "the Guidelines"), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed or other relevant authority from time to time, to the extent applicable and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include a duly authorized and constituted Committee of Directors) the consent and the approval of the Company be and is hereby accorded to the Board to create, offer and grant, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Subsidiary Company(ies), including Directors of the Subsidiary

Company(ies), whether working in India or abroad or otherwise, except the Promoter Directors under Employees Stock Option Scheme- 2013 ("the ESOP Scheme - 2013") such number of equity linked instruments (including warrants / options / Restricted Stock Units ("RSU's") and/or performance options, exercisable into equity shares, hereinafter collectively referred to as "Securities"), which shall not in aggregate exceed 9,00,000 (Nine Lakhs) or 2% of the paid-up equity share capital of the Company as referred to in resolution no. 7 above as on the date of grant of option(s) convertible into equivalent number of Securities (in case of bonus and rights issues and split of shares, the aggregate number of stock options would increase in the proportion of bonus and rights and split of shares), at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board / Committee.

RESOLVED FURTHER THAT the said Securities may be granted / allotted directly to such employees / directors of the Company in accordance with the ESOP Scheme – 2013.

RESOLVED FURTHER THAT the issue of Securities to any non-resident employee(s), non-resident Director(s) shall be subject to approval(s), permissions or consents as may be necessary from the Reserve Bank of India or any other relevant authority in this regard, if any.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company in the manner aforesaid shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Company conform to the accounting policies prescribed from time to time under the Guidelines.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted, on the exchanges where the Company's equity shares are listed as per the terms and conditions of the listing agreement entered into with the stock exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board / Committee be and is hereby authorized to modify or amend any of the terms and conditions of the ESOP Scheme - 2013 as it may deem fit from time to time in its sole and absolute discretion in conformity with provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company and the Guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

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

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, ('the Act') (including any statutory amendments thereto or modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the Regulations/Guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), the Foreign Exchange Management Act, 1999 (FEMA), the provisions of the Issue of Foreign Currency Convertible Bonds (Through Depository Mechanism) Scheme, 1993 (including any statutory amendments thereto or modifications or re-enactments thereof for the time being in force) and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and all other applicable Laws and Regulations framed/issued by any appropriate or statutory authority and subject to the Company obtaining all approvals, consents, permissions and sanctions as may be required from the Government of India (GOI) and RBI, SEBI, Stock Exchanges and any and all governmental or regulatory authorities and subject to such conditions and modifications as may be prescribed or imposed whilst granting such approvals, consents, permissions and sanctions; provided that such conditions and modifications as may be prescribed or imposed whilst granting such approvals, permissions and sanctions are acceptable to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include "Committee" as may be constituted by the Board), the consent and approval of the Company be and is hereby accorded to the Board for issuance of the Company's securities (as defined below) in pursuance of one or more International or Domestic Public Offerings, by way of direct issuance and allotment of shares or other securities including in the form of Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs); and/or any other security linked to shares; and/or any other convertible instruments or securities such as Bonds, Convertible Debentures, Foreign Currency Convertible Bonds (FCCBs), Convertible Warrants (hereinafter referred to as Securities) to be subscribed by

Foreign/Domestic Investors including but not limited to Non Resident Indians (NRIs), Foreign Institutional Investors (FIIs), Qualified Institutional Buyers (QIBs), Mutual Funds, Foreign banks, Foreign nationals/companies and/or Corporate Bodies and/or individuals or otherwise, whether or not such investors are Members of the Company, in any Foreign Currency or Indian Rupees, subject to such conditions as the Board / Committee may consider appropriate, provided that the amount for which the Securities are to be issued shall not exceed ₹ 10,000,000,000 (Rupees One Thousand Crores) or its equivalent of any other Foreign currencies in one or more tranches and shall be in accordance with all applicable laws and Regulations. The Board / Committee be and is hereby authorized subject to applicable laws and regulations to issue, the aforesaid Securities to the investors, in such manner as they may deem appropriate in their absolute discretion, including the pricing and conversion, the form and the persons to whom the Securities may be issued and all other terms and conditions connected therewith, in one or more tranches and at a market price and/or at a premium to market price(s), and if necessary, in consultation with the Lead Managers and/or Underwriters and/or other Advisors of the Company concerned with the offering, as they may deem appropriate.

RESOLVED FURTHER THAT in the event of issue of equity shares and/or other convertible Securities by way of a Qualified Institutions Placement, the 'Relevant Date' means (i) in case of allotment of equity shares, the date of the meeting in which the Board of Directors of the Company or the committee of Directors duly authorised by the Board of Directors of the Company decides to open the proposed issue; (ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board of Directors of the Company or the committee of Directors duly authorised by the Board of Directors of the Company decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, subsequent to the receipt of Members' approval in terms of Section 81(1A) and other applicable provisions, if any, of the Act and other applicable laws, regulations and guidelines in relation to the proposed issue of the Securities and allowed under the SEBI Regulations from time to time.

RESOLVED FURTHER THAT in the event of issue of Securities other than through a Qualified Institutions Placement to Qualified Institutional Buyers, the relevant date on the basis of which price of the resultant Securities shall be determined, shall be as specified under the respective applicable laws prevalent at that time.

RESOLVED FURTHER THAT without prejudice to the generality, the issuance of the securities may have to be subject to such terms or conditions as are in accordance with prevalent market practices and applicable Laws and Regulations including but not limited to the terms and conditions relating to payment of dividend, premium, the terms of issue of additional shares or variations in the price or period of conversion of securities into equity shares or terms pertaining to voting rights or conversion rights and that the Company is also entitled to enter into and execute all such arrangements with Lead Managers, Underwriters, Guarantors, Depositories, Custodians and all such Agencies as may be involved or concerned in such offering of securities and to remunerate all such Agencies including by way of commissions, brokerage, fees or the like, also to seek the listing of such securities or securities representing the same in one or more Domestic/International Stock Exchanges, in accordance with all applicable laws and regulations.

RESOLVED FURTHER THAT the Company and/or any Agencies or Bodies as are authorized by the Board / Committee may issue Depository Receipts (including by way of GDRs or ADRs or FCCBs) represented by underlying shares in the capital of the Company or such other Securities as may be required with such features and attributes as are prevalent in International / Domestic Capital Markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the securities in the International market and may be governed by applicable laws.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to issue and allot such number of Securities as may be required to be issued and allotted upon conversion of any Securities (referred to above) or as may be necessary in accordance with the terms of the offering. The equity shares so issued and allotted upon conversion of underlying Securities shall rank in all respects pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any issuances, offerings or allotments of Securities as described above, the Board / Committee be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable, for such purpose, including without limitation, entering into arrangements for managing, underwriting, marketing, listing, trading, and appointing Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars and such other

agencies and to issue any Prospectus or Offering Documents and sign, deliver or modify the same and all other required applications, filings, deeds, documents and writings and to pay any fees, commissions, remuneration and expenses relating to the Offerings and with power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such Offerings as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers described above to any Directors and/or Officers and/or any Committee of Directors of the Company.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 372A and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approval / consent as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to make investment, in one or more tranches, by way of subscription, purchase or otherwise, in any securities comprising of equity shares, convertible or non-convertible preference shares and/or optionally convertible debentures, in FT Projects Limited, for an amount not exceeding ₹ 50 Crores (Rupees Fifty Crores only).

RESOLVED FURTHER THAT in addition to the above investments, the Board be and is hereby authorised to give loans and/or guarantees and/or provide security, under Section 372A and other applicable provisions of the Companies Act, 1956, to or on behalf of FT Projects Limited upto an aggregate amount of ₹ 100 Crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company, in connection with such investments, loans, guarantees and provision of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

By Order of the Board

sd/-

Place: Mumbai
Date: 30th July 2013

Naishadh P. Desai
Sr. VP (Legal) & Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 is annexed hereto, and forms part of the Notice.
2. **A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the Company.**
3. **Instrument of proxy, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.**
4. Members/Proxies are requested to fill in the enclosed attendance slip and deposit it at the entrance of the meeting hall.
5. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days (Monday to Saturday) from 10.00 AM to 1.00 PM upto the date of the meeting, except holidays.
6. The Register of Members and Share Transfer Books of the Company will remain closed **from 18th September 2013 to 25th September 2013 (both days inclusive)** in terms of the provisions of Section 154 of the Companies Act, 1956 and the applicable clauses of the Listing Agreement entered into with the stock exchanges.
7. If the Final Dividend, as recommended by the Board of Directors is approved by the members at the meeting, payment of such dividend will be made to those Members whose names shall appear on the Company's Register of Members after entertaining all valid requests for transfer of shares lodged on or before 17th September 2013. In respect of the shares held in electronic form, the dividend will be payable on the basis of beneficial ownership, as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited as on 17th September 2013.
8. Pursuant to the provision of Section 205A(5) and section 205C of the Companies Act, 1956, the Company has transferred unpaid/unclaimed final dividend for the F.Y. 2004-05 and interim dividend for F.Y. 2005-06 to Investor Education and Protection Fund (IEPF) established by the Central Government.
9. Those Members who have so far not encashed their dividend warrants from the financial year 2006-07 onwards, may approach the Registrar and Share Transfer Agent, M/s. KARVY Computershare Private Limited at the address mentioned elsewhere in the Notice for the payment without further delay as the said unpaid dividend will be transferred to the Investor Education and Protection Fund of the Central Government, pursuant to Section 205C of the Companies Act, 1956. Shareholders are requested to note that no claim shall lie against the said Fund or the Company in respect of any amounts which were unclaimed and unpaid for a period of 7 years and transferred to Investor Education and Protection Fund of the Central Government.
10. Members are requested to notify to the Registrar and Share Transfer Agent of the Company at KARVY Computershare Private Limited, Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad 500 081, in respect of:
 - i. Change in address
 - ii. Consolidation of holdings
 - iii. Residential status from NRI to Resident Indian or vice versa
 - iv. Change in particulars of NRE Bank Account with complete address
11. Corporate Members are requested to send a duly certified copy of the Board Resolution or Power Of Attorney duly authorizing their representative to attend and vote at the Annual General Meeting.
12. The Certificate from the Auditors of the Company certifying that the Employees Stock Option Scheme of the Company is being implemented in accordance with the Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time, and in accordance with the resolution of the general meeting will be available for inspection to Members at the forthcoming Annual General Meeting.
13. Members seeking any information relating to the Accounts should write to the CFO of the Company at its Corporate Office at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400 093, or send an e-mail at info@ftindia.com.

14. Members are requested to bring their copies of Annual Report for the meeting. Members holding shares in physical form are requested to get them dematerialized, as the shares of the Company are traded under compulsory demat system.
15. The Securities and Exchange Board of India (SEBI) has notified that, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit their PAN details to their Depository Participant, whereas members holding shares in physical form are requested to submit the PAN details to the Company's Registrars and Transfer Agents.
16. Re-appointment of Directors: Mr. Ravi Sheth and Mr. C. M. Maniar retire by rotation at the ensuing Annual General Meeting. Both the Directors, being eligible, offer themselves for re-appointment. The information relating to Mr. Ravi Sheth and Mr. C. M. Maniar to be provided in terms of Clause 49 of the Listing Agreement entered into with the stock exchanges is annexed herewith.
17. As per Green Initiative in Corporate Governance initiated by the Ministry of Corporate Affairs, members are requested to register their e-mail address with the Company's Registrar and Share Transfer Agent, M/s. KARVY Computershare Private Limited to receive the Annual Report and other Communication(s) from the Company in electronic mode.

By Order of the Board

sd/-

Naishadh P. Desai

Sr. VP (Legal) & Company Secretary

Place: Mumbai

Date: 30th July 2013

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956:

Item No. 6

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

Accordingly, the Board commends passing of the resolution as set out at item no.6 of the accompanying notice.

Mr. Ravi Sheth, Mr. Chandrakant Kamdar, Mr. R. Devarajan, Mr. P. R. Barpande and Mr. C. M. Maniar, in their capacity as Non-executive Directors may be deemed to be interested in the Resolution.

Item No. 7 & 8

Issue of ESOP to employees (including employees of Subsidiary Companies) under ESOP Scheme 2013.

Employee Stock Option Plans (ESOP) gives an opportunity to employees to participate in the growth of the Company and is an effective means of recognizing and rewarding the employees. ESOP Schemes enhance retention of employee talent and contribute to the success of the Organization.

As recommended by the Remuneration & Compensation Committee, the Board of Directors (hereinafter referred to as 'the Board') at its meeting held on 30th July 2013 has approved & recommended the Employees Stock Option Scheme 2013 ('the ESOP Scheme - 2013') in accordance with the Employee Stock Option Scheme & Employee Stock Purchase Scheme ('Guidelines') of the Securities and Exchange Board of India (SEBI).

Accordingly, approval of members is being sought to approve ESOP Scheme - 2013.

Disclosures as per Regulation 6.2 of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended:

Sr. No	Particulars	Disclosures								
1.	Total number of Options to be granted under the scheme	Equity linked instruments (including warrants / options / Restricted Stock Units (“RSU’s”) and performance options which shall not exceed 9,00,000 (Nine Lakhs) or 2% of the paid up equity share capital (each instrument after it is vested being exercisable for one fully paid-up equity share on payment to the Company at price(s) to be determined in accordance with the Scheme) will be available for being granted to eligible employees and Directors of the Company. In case of bonus & rights issues and split of shares, the aggregate number of stock options would increase in the proportion of bonus & rights and split of shares.								
2.	Identification of classes of employees entitled to participate in the ESOP	All the permanent employees (including employees of the subsidiary companies) who have completed one year (12 months) of service in the Company working in India or out of India and who continues to be an employee upto the date of the grant including the Director(s) of the Company shall be eligible to receive grants under the ESOP Scheme, or as may be determined by the Committee, except the Directors belonging to the promoter group who are not eligible to participate in the ESOP Scheme as per the SEBI Guidelines. The eligibility of any given employee or class of employees for the grant of any option shall be as determined by the Remuneration & Compensation Committee based on such parameters as it may deem fit. The options granted to an employee will not be transferable to any person.								
3.	Vesting, Requirement of vesting and maximum period of Vesting	Vesting shall commence on the expiry of twelve months from the date of grant of stock option(s) and the entitlement to vesting will be in the following manner; or as may be determined by the Committee from time to time. <table><tr><th>Period of service from the date of grant of Stock Options</th><th>Percentage of stock options that shall vest</th></tr><tr><td>End of 12 months</td><td>20%</td></tr><tr><td>End of 24 months</td><td>30%</td></tr><tr><td>End of 36 months</td><td>50%</td></tr></table>	Period of service from the date of grant of Stock Options	Percentage of stock options that shall vest	End of 12 months	20%	End of 24 months	30%	End of 36 months	50%
Period of service from the date of grant of Stock Options	Percentage of stock options that shall vest									
End of 12 months	20%									
End of 24 months	30%									
End of 36 months	50%									
4.	Exercise Price of Pricing Formula	The options would be issued at the “Market Price” of the shares, which would be the latest available closing price on the Stock Exchange, which records the highest trading volume in the Company’s equity shares on the date prior to the date of the meeting of the Board / Remuneration & Compensation committee at which the options are granted or at such price as may be determined by the Remuneration & Compensation Committee.								

Sr. No	Particulars	Disclosures
5.	Exercise period and process of Exercise	The employees shall after vesting of the options, exercise the options within a period of three months or within such time as may be decided / allowed by the Remuneration & Compensation Committee by making the application and the payment in such manner and on such terms and conditions and on execution of such documents as may be decided by the Board / Remuneration & Compensation Committee. Due to non-exercise or resignation of any employee or for any other reason whatsoever, un-used stock options earmarked under this scheme may be re-issued to the eligible employees of the Company as may be decided by the Remuneration & Compensation Committee.
6.	Appraisal Process	The Remuneration & Compensation Committee will be entitled to select employees in each grade, who shall be eligible for options under ESOP scheme - 2013. The selection will be based on employees performance, exceptional contribution, length of service, present grade and compensation structure, integrity and behaviors and or such other basis as the committee may deem fit.
7.	Maximum number of options to be granted per employee and in aggregate	The maximum number of options to be granted to any employee in any one year shall not exceed 1% of the Issued equity share capital of the Company.
8.	Method of Valuation of options	Intrinsic Value method / or such other method as may be announced / prescribed as per the Guidelines.
9.	Disclosure and Accounting	The Company shall conform to the accounting policies specified in clause 13.1 of Securities and Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999. In case the Company calculates the Employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of stock options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

Approval of members is sought in terms of Section 81(1A) of the Companies Act, 1956 and also in terms of Securities and Exchange Board of India (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 for issue of equity shares of the Company under the Scheme.

All the Directors except Mr. Jignesh Shah, Chairman & Managing Director, Mr. Dewang Neralla and Mr. Manjay Shah, Whole-time Directors of the Company may be deemed to be interested or concerned in the Resolutions to the extent of stock options/equity shares that could be granted / issued to them under the Scheme.

The Board recommends the Resolutions for your approval.

Item no. 9:

The Company continues to explore growth opportunities in domestic/overseas market to establish itself as an International player. The Company is exploring possibilities for acquisition of target companies in domestic/overseas market, to cater to the future growth opportunities, the Company might require additional funds/resources for which an enabling resolution is placed before this meeting for approval. Such funds would be used for meeting the expansion, acquisitions, modernization, infrastructure projects, normal capital expenditure, general corporate purposes and restructuring of debt as per the regulations of the authorities.

The detailed terms and conditions of the issue as and when made will be determined by the Board in consultation with the Lead Managers, Advisors, Underwriters and other experts in accordance with the terms of approval of the Government of India, Reserve Bank of India and such other authorities as may be required.

Section 81 of the Companies Act, 1956 provides inter alia that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares should be offered to the persons who at the date of the offer were holders of equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless the shareholders in a General Meeting decide otherwise. Thus the consent of the equity shareholders is sought for authorizing the Board to make the proposed issue of Securities. In the event it is decided to issue securities convertible into equity shares, authorization is also sought for issuing to the holders of such convertible securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of issue.

With respect to Qualified Institutions Placement, the Special Resolution also authorizes the Board of Directors of the Company to undertake a Qualified Institutions Placement with Qualified Institutional Buyers (QIBs) in the manner as prescribed under SEBI ICDR Regulations. The pricing of the Securities to be issued to QIBs pursuant to the said SEBI Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the relevant provisions of the said SEBI Regulations.

The Resolution gives adequate flexibility and discretion to the Board/Committee to finalize the terms of the issue, in consultation with the Lead Managers, Legal Advisors, Underwriters and other Experts or such other Authorities as need to be consulted including in relation to the pricing of the issue which will be a free market pricing and may be at a premium to the market price in accordance with the normal practice. The Resolutions also give powers to the Board/Committee to issue and market the Securities issued pursuant to the domestic/international offer including the power to issue such Securities in such tranche or tranches with/without voting rights.

The Board recommends the Resolution for your approval.

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

Item no.10:

FT Projects Limited ("FPL"), presently a wholly owned subsidiary ("WOS") of your Company is mainly carrying on business in infrastructure related activities to cater future expansion plans of the Company. The Board of Directors of your Company has recommended collectively to invest and/or give loan and/or provide guarantee and/or Security upto ₹ 150 crores in FT Projects Ltd. in one or more tranches as and when required.

The Company is in compliance of provision of Section 372A of the Companies Act, 1956 and even though FPL being a WOS of the Company, as a matter of prudence, this is being placed before the shareholders for their approval.

None of the Directors of the Company is deemed to be concerned or interested in the Resolution except Mr. Dewang Neralla, who is the common Director on the Board of both the companies.

By Order of the Board

sd/-

Place: Mumbai

Date: 30th July 2013

Naishadh P. Desai
Sr. VP (Legal) & Company Secretary

**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)**

Directors retiring by rotation, being eligible, offering themselves for re-appointment		
Name of the Director	Mr. Ravi K. Sheth	Mr. C. M. Maniar
Date of Birth	02-04-1961	04-12-1935
Date of appointment on the Board	15-09-1994	15-10-2010
Qualifications	B.Com. MBA (Babson College, Wellesley, USA)	B.Com., L.L.B., M.A. (Economics & Politics)
Expertise	Business experience of over 27 years	Over four decades of experience in Legal Profession, Senior Partner of Crawford Bayley & Co., Solicitors & Advocates.
Directorship held in other companies (excluding foreign and private companies)	Greatship (India) Ltd., The Great Eastern Shipping co. Ltd.,	Multi Commodity Exchange of India Ltd., Foods & Inns Ltd, Godfrey Phillips India Ltd, Gujarat Ambuja Exports Ltd, Hindalco Industries Ltd, Indo-Euro Investment Company Ltd, The Indian Card Clothing Company Ltd, Pioneer Investcorp Ltd, Sudal Industries Ltd, TCPL Packaging Ltd, Varun Shipping Company Ltd, Utkal Alumina International Ltd.
Membership / Chairmanship of committees across public companies	-	Membership: 8
Number of shares held in the Company	24,89,762	Nil



FINANCIAL TECHNOLOGIES (INDIA) LIMITED

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

Attendance Slip

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

Full name of the Member attending _____
(in block letters)

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

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

I hereby record my presence at the Twenty Fifth Annual General Meeting of the Company to be held on Wednesday, the 25th day of September 2013 at Sri P. Obul Reddy Hall (Vani Mahal), 103, G. N. Chetty Road, T. Nagar, Chennai - 600 017 at 2.00 p.m.

No. of shares held : _____

Regd Folio No. : _____

DP ID/Client ID.* : _____

Members/Proxy Signature

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

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

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



FINANCIAL TECHNOLOGIES (INDIA) LIMITED

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Proxy Form

I/We _____
of _____ in the district of _____
being a member(s) of the above named Company, hereby appoint Mr./Ms. _____
_____ of _____ in the district of _____
or failing him/her Mr./Ms. _____ of _____
in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the Twenty Fifth Annual General Meeting of the Company to be held on Wednesday, the 25th day of September 2013 at 2.00 p.m. and at any adjournment thereof.

Signed this _____ day of _____, 2013

No. of Shares held : _____

Regd. Folio No. : _____

DP ID/Client ID No*: _____



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

Signature