



FINANCIAL TECHNOLOGIES (INDIA) LIMITED

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

POSTAL BALLOT NOTICE

Notice pursuant to Section 192A of the Companies Act, 1956

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 (hereinafter called the "Rules") (including any statutory modification or re-enactment thereof for the time being in force), for seeking your consent, to pass the proposed resolution as Special Resolution through Postal Ballot with respect to the Special Business of sale of business undertakings/shares/investments held by Financial Technologies (India) Limited (hereinafter called the "Company") in National Bulk Handling Corporation Limited (NBHC), subsidiary of the Company.

The Company is seeking your approval in respect of the said resolution through Postal Ballot. The resolution and explanatory statement pertaining to the said resolution, 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 Members/ Shareholders to understand the meaning, scope and implications of the items of business and to take decision thereon, are appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid business reply envelope.

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 the close of working hours i.e. 6.30 p.m. on April 21, 2014. **Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.**

For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated in the notes to this Notice.

The Board of Directors of the Company (hereinafter called the "Board"), in compliance with Rule (6) of the said Rules, has appointed Mr. B. Narasimhan, Partner of M/s. KBNT & 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, after completion of scrutiny, on or before April 24, 2014. The result of the Postal Ballot will be announced by the Chairman or any Director of the Company on April 25, 2014 at Company's corporate office. In addition to the results being communicated to Stock Exchanges, it shall also be displayed on its website i.e. www.ftindia.com. It will subsequently be published in local newspapers in Chennai. 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 the date of announcement of result of the Postal Ballot by the Chairman or any Director of the Company.

The resolution for the purpose as stated herein below, is proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

1. Sale of shares held by the Company in National Bulk Handling Corporation Limited (NBHC), a subsidiary of the Company:

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

"RESOLVED THAT pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and the Memorandum and Articles of Association of the Company and subject to compliance of all applicable laws and regulations and such permissions, approvals, consents and sanctions as may be necessary from the concerned statutory/regulatory authorities and subject to such other terms and conditions as may be imposed by them, the consent of the Company be and is hereby accorded to the Board of Directors ("the Board" which expression shall also include a committee of Directors constituted and authorized for purposes mentioned hereof) to sell/transfer or otherwise dispose of the whole or substantially the whole of the undertakings(s) / investment / shares held by the Company in National Bulk Handling Corporation Limited ('NBHC'), subsidiary of the Company to IVF Trustee Company Pvt. Limited for a consideration and such other terms and conditions as approved by the Board.

RESOLVED FURTHER THAT any one Director and/or the Company Secretary of the Company be made responsible for the entire postal ballot process and that they are hereby severally authorised to take all incidental and necessary steps for and on behalf of the Company and to settle all questions or queries that may arise in the course of implementing this resolution and to delegate all or any of powers conferred herein as they may deem fit."

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

Sd/-
Hariraj Chouhan
Vice President & Company Secretary

Date: March 14, 2014

Notes:

1. The explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 read with section 192A of the Companies Act, 1956 setting out all material facts concerning the aforesaid special business and reasons therefore are annexed hereto.
2. The Notice is being sent to all the Members of the Company, whose names appear in the Register of Members and Register of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on March 14, 2014 (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. **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.**
4. As per Section 192A of the Companies Act, 1956 read with the Rules, the resolution as stated in the accompanying notice may be passed with the consent of the Members through Postal Ballot. You are requested to communicate your assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with the instructions set out therein.
5. The Board of Directors, in compliance with Rule (6) of the Rules, has appointed Mr. B. Narasimhan, partner of M/s. KBNT & 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 March 21, 2014 till April 21, 2014 as the e-voting module shall be disabled for voting by Karvy Computershare Pvt. Ltd. thereafter. 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 the close of working hours i.e. 6.30 p.m. on April 21, 2014. **Please note that any Postal Ballot Form(s) received after that date will be treated as not having been received.**
8. For e-voting, please read carefully the "Procedure/instructions for e-voting" enumerated herewith:

PROCEDURE/INSTRUCTIONS FOR E-VOTING: In compliance with the provisions of Section 192A of the Companies Act, 1956 read with the Rules and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternative mode of voting for its Members, which will enable them to cast their votes electronically. Kindly note e-voting is optional. Member(s) shall opt for only one mode of voting i.e. by physical ballot or e-voting. If a Member has opted for e-voting then he should not vote by physical ballot and vice-versa. However, if Member(s) cast their vote through physical ballot as well as by e-voting, then the voting through physical ballot shall prevail. 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 NDSL: 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 (a-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 the resolution.
- 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@karvy.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 SI. No. (i) to SI. 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) for Shareholders 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).
9. 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.
 10. The Scrutinizer will submit his report to the Chairman of the Company, after completion of scrutiny, on or before April 24, 2014. The result of the Postal Ballot will be announced by the Chairman or any Director of the Company on April 25, 2014 at Company’s corporate office at Mumbai 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, shall also be displayed on its website i.e. www.ftindia.com. It will subsequently be published in at least one English and one vernacular newspaper circulating in Chennai.
 11. If the proposed resolution is/are 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 the date of announcement of result of the Postal Ballot by the Chairman or any Director of the Company. The date of declaration of postal ballot result will be taken to be the date of passing the Special Resolution.
 12. The Special Resolution mentioned above shall be declared as passed if the number of votes cast in its favour are not less than three times the number of votes, if any, cast against the said Resolution.
 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)
 Plot Nos. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081.
 Tel: +91 40 44655000, Fax: +91 40 44655024, email: einward.ris@karvy.com

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with section 192A of the Companies Act, 1956:

Item no. 1:

(a) The nature of concern or interest, financial or otherwise, if any:

None of the Directors of the Company are concerned or interested in the resolution, except to the extent of their shareholding, if any, in the above mentioned investments/undertakings of the Company.

The key managerial personnel of the Company are not interested in the resolution.

None of the relatives of the Directors and the key managerial personnel of the Company are interested in the resolution, except to the extent of their shareholding if any, in the above mentioned investments/undertakings of the Company.

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

Due to present crisis in one of the subsidiaries of your Company namely National Spot Exchange Limited, business of NBHC has impacted, hence your Directors thought it to be prudent to sell Company's stake in NBHC, its subsidiary, mainly to preserve the business developed over a period of years and to prevent further deterioration in the value of the business to protect the interests of its stakeholders.

The Board of Directors of the Company at its meeting held on February 27, 2014 has, subject to the approval of members and other requisite approvals, if required, approved the sale of its non-core business undertaking/shares/investments in NBHC, subsidiary of the Company.

Accordingly, the Company has entered into a Share Purchase Agreement ("SPA") with IVF Trustee Company Pvt. Limited ("Purchaser") and NBHC on March 14, 2014, for sale of your Company's entire stake along with other shareholders in NBHC subject to fulfillment of certain terms and conditions of SPA for a consideration of INR 241,74,00,000/- (Rupees Two Hundred Forty One Crore and Seventy Four Lacs only) and subject to NBHC maintaining the Net Worth of INR 133,00,00,000/- (Rupees One Hundred Thirty Three Crore only) as at March 31, 2014. In case the Net Worth is less than INR 133,00,00,000/- (Rupees One Hundred Thirty Three Crores only), the purchase consideration will be reduced by the deficit amount.

Your Company is holding 95% shares in NBHC and will receive consideration of INR 229,65,29,909/- (Rupees Two Hundred Twenty Nine Crore Sixty Five Lacs Twenty Nine Thousand Nine Hundred and Nine only) upon completion of all terms and conditions of SPA.

The Long Stop date shall be within 48 days from the date of SPA or such later date as may be specified by the Purchaser.

The Board recommends the resolution for approval of members.

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

Sd/-
Hariraj Chouhan
Vice President & Company Secretary

Date: March 14, 2014