

February 12, 2016

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

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

Dear Sir,

**Sub: Final Order of amalgamation of National Spot Exchange Limited (NSEL) with Financial Technologies (India) Limited (FTIL) under Section 396(1) of the Companies Act, 1956.**

Pursuant to applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please be informed that the Company has received a communication from Ministry of Corporate Affairs on the captioned subject.

Please find enclosed the press release issued by the Company.

Please also note that in terms of the Bombay High Court Order dated February 04, 2015, in W.P. No. 2743 of 2014, the adverse Order passed shall not be notified for a period of two weeks after the Order is communicated to the petitioners.

Kindly take the above information on your records and acknowledge receipt.

Thanking you,

Yours faithfully,

For Financial Technologies (India) Limited

  
Hariraj Chouhan  
Vice-President & Company Secretary



**Financial Technologies (India) Ltd.**

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



## FTIL CALLS THE MERGER ORDER HIGHLY DISAPPOINTING

***Travesty of Justice for over 63,000 shareholders of FTIL:  
merger order violates the principle of Limited Liability***

**Mumbai, Friday 12, 2016:** Financial Technologies (India) Ltd. (FTIL) is highly disappointed with the final order on the Amalgamation of NSEL with FTIL passed by the Ministry of Corporate Affairs, Government of India.

The said merger order has placed the interest of trading clients higher than that of the shareholders of a listed company. MCA has also chosen to ignore the thousands of representations made by the shareholders, its creditors and hundreds of employees of FTIL and NSEL.

FTIL Managing Director Mr. Prashant Desai said, "Pursuant to the Hon'ble Bombay High Court's Order, FTIL had represented its case in the hearing given by the MCA in October 2015 putting forth all its objections to the Draft Merger Order. The way the hearing went and the way thousands of shareholders, employees and creditors had objected to the proposed merger, we were hopeful that the MCA will take an objective view of the matter and withdraw the Draft Merger Order. Hence, the passing of the Merger Order today - while matters are sub-judice - is highly disappointing."

He further said, "As per Hon'ble Bombay High Court's earlier Order, there is an automatic stay of two weeks on the operation of the Merger Order. We will challenge the Merger Order before the Hon'ble High Court at the earliest, and are confident that justice will be done."

Mr Venkat Chary, Chairman, FTIL said, "the Merger Order is not adverse to just one company i.e. FTIL, but has much wider ramifications for Corporate India and the investment climate in the country as it seeks to destroy the Concept of Limited Liability. The precedent set today, will be misused by vested interests across India to file PILs seeking merger of financially weak or insolvent companies with their solvent parent or group companies, on the ground of public interest."

In the history of corporate India, for the first time a subsidiary company has been forcibly merged with its parent company through an executive fiat and this is a defeat of the fundamental edifice of Limited Liability concept in the Company Law.



MCA's own circular dated April 20, 2011, for compulsory merger of government companies under Section 396 of the Companies Act, 1956 requires that the companies concerned and an overwhelming majority of their shareholders and creditors must be consenting to the merger. Thus, this order on a sub judice matter not only breaches the concept of Limited Liability but also the constitutional rights of the 63,000 shareholders of FTIL.

The MCA issued the final merger order only on the basis of the recommendations made by the Forward Markets Commission. It may be pointed out that in the NSEL payment crisis, the entire money has been established to the 24 defaulters whereas no money trail has been traced to NSEL, FTIL and its promoters.

It is also surprising that no such action has been initiated either against the defaulters or against brokers who have been accused of client code modification and KYC manipulation by their own trading clients.

FTIL will challenge the Merger Order before the Hon'ble High Court at the earliest, and is confident that justice will be done

**For further information, contact:**

<b>Mr. Nimish Shukla</b> President - Corporate Affairs & Communications Email: <a href="mailto:nimish.shukla@ftindia.com">nimish.shukla@ftindia.com</a> Cell: +91 99099 10008	<b>Mr. Devraj Uchil / Mr. Sanjiv Kumar</b> Email: <a href="mailto:devraj.uchil@ftindia.com">devraj.uchil@ftindia.com</a> / <a href="mailto:sanjiv.kumar@ftindia.com">sanjiv.kumar@ftindia.com</a> Cell: +91 88796 28821 / Cell: +91 98994 49380
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