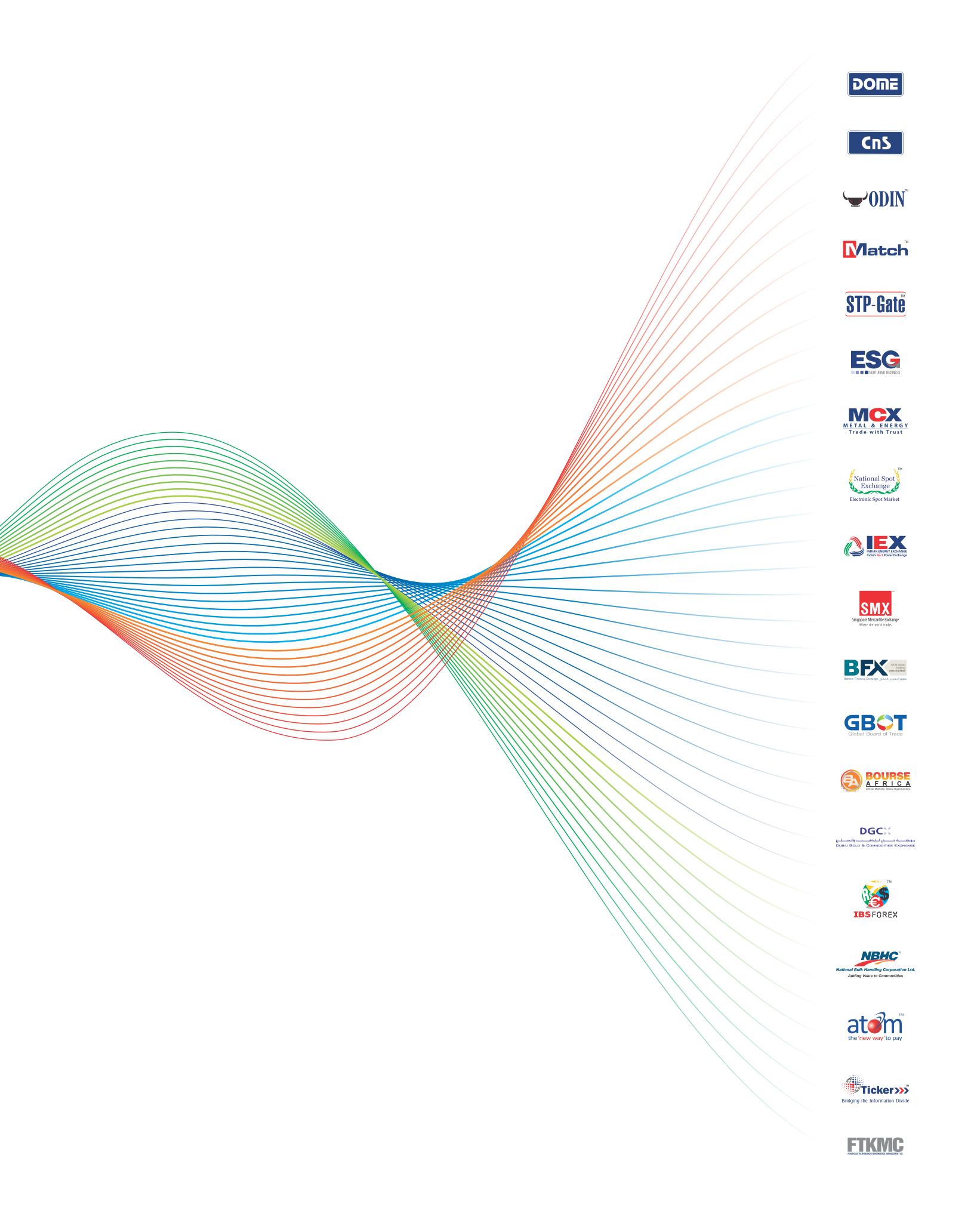


Diverse.
Unique.



Competitive Edge

Financial Technologies Group's next generation technology and domain expertise, coupled with its robust distribution network of trading terminals and ecosystem partners including banks, clearing partners, global exchanges and industry associations, give it an unmatched competitive edge and position it as the largest financial market community in the regions from Asia to Africa.

Technology	Largest electronic trading solutions provider in India with over 897,000* trading licenses for front-office, back-office and information terminals installed across 1,500 cities and towns
Domain Expertise	In-depth knowledge in creating next generation tech-centric financial markets across regions
Leadership	<ul style="list-style-type: none">• 9 next generation exchanges from Asia to Africa• 4 ecosystem ventures, which are frontrunners in their respective markets• 3 of the Indian exchanges are No. 1 in terms of market share• No. 1 in trading terminals in India's digital transaction market• No. 1 warehouse receipt financing and collateral management service provider in India
Distribution**	India's largest financial electronic distribution platform with infrastructure spanning 5,000 VSATs and 5,000 leased and dial-up lines
Community	Strong and deep franchises with the financial market community, including more than 3,000 financial institutions, major banks, trading and clearing firms, dealers, etc.
Ecosystem	Industry-wide ecosystem partners such as clearing corporations, depositories, information distribution firms, ISVs, financial technology companies, advisory firms, accounting firms, research organizations, media as well as public relation and investor relation firms.
International Alliances	Over 12 international strategic alliances with leading global exchanges such as NYSE Euronext, CME/NYMEX, TOCOM, LME, Baltic Exchange, ICDX, TAIFEX, BCEC, among others
Domestic Alliances	Over 18 domestic alliances with various regional exchanges and trade associations as well as 12 alliances with educational institutions such as IITs, IGNOU, etc.

*As on 31st March, 2012

**Includes captive & shared

Leadership

Financial Technologies Group operates one of the world's largest network of 9 exchanges, connecting the fast-growing economies from Africa to Asia, and 4 ecosystem ventures, which together address upstream and downstream opportunities in the financial market.

Group Companies/Businesses	Ranking	Market Leadership	
Financial Technologies (India) Ltd. (FTIL)	1	Market leader in India's electronic trading solutions space Over 897,000 trading licenses*	Technology Vertical
Multi Commodity Exchange (MCX)	1	India's No. 1 commodity futures exchange with 86% market share* 3 rd largest commodity futures exchange globally** No. 1 in global ranking for Gold & Silver**	Exchange Vertical
Indian Energy Exchange (IEX)	1	India's first & No. 1 power exchange with 92% market share* in electricity & REC volumes	
National Spot Exchange Ltd. (NSEL)	1	India's No. 1 commodity spot exchange with a commanding 99% market share* in the electronic spot market segment	
National Bulk Handling Corporation (NBHC)	1	India's leading integrated agri-commodity and collateral management company	Ecosystem Vertical
atom technologies	1	India's leading service provider of secure and convenient mobile payment solutions (IVR/Mobile Application/ Internet)	
TickerPlant	1	India's leading global content provider in financial information and market data services industry	
FT Knowledge Management Company (FTKMC)	1	Leadership in designing Knowledge Management Programmes in Financial Markets Practice	

*As on 31st March, 2012

**In terms of number of commodity futures contracts traded in CY 2011; Source: Data from websites of exchanges and FIA Annual Volume Survey released in March 2012

Diverse. Unique.

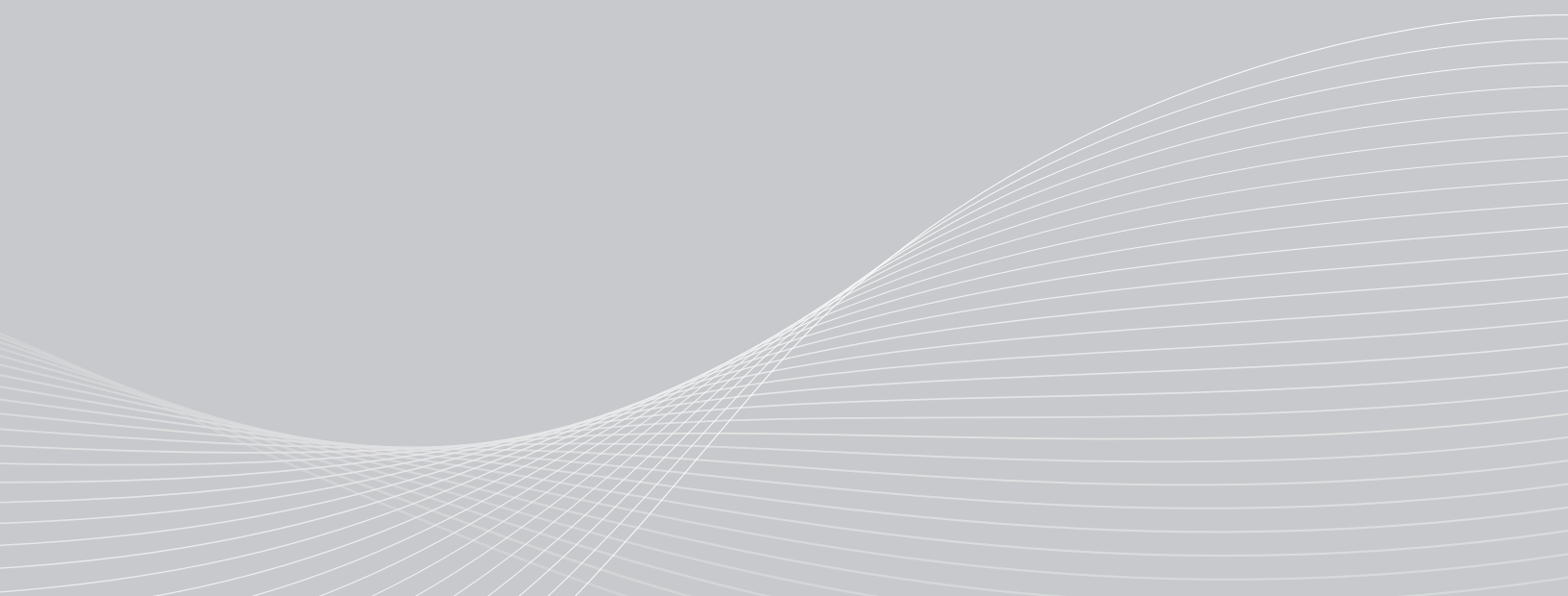
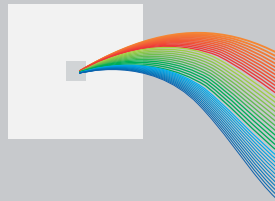
They have varied experiences, educational backgrounds, interests, talent, and capabilities. They work in various functions, processes and departments. Knowingly or otherwise, they contribute to a larger goal, and are the architects of a greater vision. They are bound by the fact that they are DIVERSE.

In spite of this, they work in unison. They strive together, and are often the agents that help realize tomorrow's innovations. It is their ability of masterful execution while overcoming myriad challenges that makes them distinct. Makes them UNIQUE.

When this Diverse set of people, systems, thoughts and ideas collaborate towards a Unique vision with fervor and passion, an Organization embarks on a sustainable growth path.

At Financial Technologies, we believe in this concept of an Organization. It is this diversity that has enabled us to become one of the leading creators of financial exchanges across the emerging economies of the world. It is this diversity that has enabled us to be a leader in trading technology solutions in India. Because in our diversity, we are bound by the passion to transform lives and empower economies through technological innovations.

In our Diversity, we retain our Uniqueness. And, this Uniqueness is invaluable.





Corporate Information

Board of Directors

Jignesh Shah
Chairman & Managing Director

Dewang Neralla

Manjay Shah

Ravi K. Sheth

P. G. Kakodkar

Chandrakant Kamdar

Ramanathan Devarajan

P. R. Barpande

C. M. Maniar

Management Team

Jignesh Shah
Chairman & Managing Director

Dewang Neralla
Whole Time Director - Technology

Manjay Shah
Whole Time Director - Business
Development

Paras Ajmera
Director – Operations

Company Secretary

Naishadh P. Desai
Sr. Vice President - Legal &
Company Secretary

Hariraj Chouhan
Vice President &
Company Secretary

Registered Office

Financial Technologies (India) Ltd.
Doshi Towers, 1st Floor, 1 A & B No. 156,
Periyar, EVR Salai Kilpauk,
Chennai - 600 010, India
T: +91 44 4395 0850/51
F: +91 44 4395 0899

Corporate Office

Financial Technologies (India) Ltd.
FT Tower, CTS No. 256 & 257,
Suren Road, Chakala, Andheri (East),
Mumbai – 400 093, India
T: +91 22 6686 1010
F: +91 22 6686 1050
info@ftindia.com
www.ftindia.com

Auditors

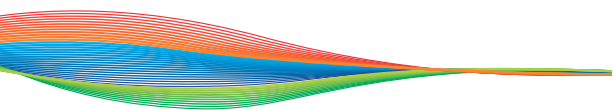
Deloitte Haskins & Sells

Share Transfer Agents

Karvy Computershare Private Ltd.
17 to 24, Vittalrao Nagar, Madhapur,
Hyderabad - 500 081, India
www.karvy.com

Bankers

HDFC Bank
Deutsche Bank
HSBC
Standard Chartered Bank
Union Bank of India



Index

Letter from Chairman & Managing Director	001
Group Overview	007
Awards and Recognition	009
6 Years at a Glance	010
Financial Highlights	011
Global Presence	013
<hr/>	
Directors' Report	017
<hr/>	
Management Discussion & Analysis	029
<hr/>	
Technology Vertical	037
<hr/>	
Exchange Vertical	043
<hr/>	
Ecosystem Vertical	057
<hr/>	
Corporate Governance Report	067
<hr/>	
Human Capital Overview	089
<hr/>	
Financials	
Standalone Financials	095
Consolidated Financials	140

Diverse. Unique.

01



Jignesh Shah

Chairman & Managing Director

Dear Shareholders,

In the last two decades, Indian economy has revived from its *nadir* to a level of growth that the world envies. Its growth in the new millennium has been stupendous and the financial crisis has not really deterred its spirit of positive growth; amidst a bleak global scenario which has seen developed economies report negative growth. As India stands well-poised to catapult itself to the next level of growth and development, your Company is happy and proud to contribute to this growth. Your Company, albeit being vastly diverse in terms of its group companies—their people, goals, strategies, products/services they offer, and geographies they operate in—retains a unique vision of empowering lives of people by creating accessible and affordable financial markets. This very spirit propels your Company to continuously innovate and excel in its area of expertise – the Financial Markets. And just like India, your Company also retains its uniqueness in spite of its diversity and has been continually creating new benchmarks in trading technologies and the financial Exchanges arena.

24.39%

Rise in Total Income

Total Income increased to ₹5,446 million, as against ₹4,378 million in the previous year, which, in percentage terms, amounts to a rise of 24.39%.

50.76%

Increase in EBITDA

EBITDA increased by 50.76% to ₹3,662 million as against ₹2,429 million the previous year.

29.42%

Rise in PAT

PAT rose by 29.42% in the year to ₹2,670 million compared to ₹2,063 million in the previous year.

Note: Numbers mentioned are standalone results, excluding capital gain on sale of shares, diminution in long term investments and exceptional items.

Global Economy

The debt laden PIIGS (Portugal, the Irish Republic, Italy, Greece and Spain) suffered sovereign ratings downgrade with Spain and Italy on the brink of defaulting from their debt obligations. In the UK, numerous attempts, such as injecting £75 billion into the economy, were made by the Bank of England to revive growth and ease liquidity crunch. Meanwhile, the US was downgraded from "AAA" to "AA+" by Standard & Poors (S&P) following a political deadlock in Congress over raising the country's legal limit on federal government's total borrowing. The housing and employment data have also remained weak for most part of the year, further adding to the woes. Global investors have been seeking safer havens as a corollary to the global financial market uncertainty. Gold prices rallied above the USD 1,900/oz level in September 2011 before eventually heading south towards the year end.

However, stable US manufacturing output, drop in the US unemployment rate and massive credit infusion by European Central Bank and Chinese Central Bank to ease the global debt crisis, were seen as silver linings for the global markets. Volatile commodity prices and rise in risk appetite of global investors was clearly visible as major global commodity markets were seen heading north during the year. However, In the last few months, uncertain global demand situation has led commodity prices to cool off.

Indian Economy

The financial year 2011-12 has been a proverbial roller coaster ride for the markets, which plummeted in the earlier half and rose in the last three months of the year. In India, the falling Rupee and persistent high

inflation triggered policy measures such as increase in interest rates. This posted new challenges to the India growth story. However, stabilizing global market conditions may usher implementation of key reforms such as allowing FDI in multi-brand retail in India, better tax reforms and progressive financial market regulations. Such measures will re-align and enhance interest in India among global investors.

A recent research report suggests that Indians hold over USD950 billion in Gold, which is around 50% of the country's GDP in dollar terms. Savings as a percentage of GDP has increased to a high of 33%. Immediate steps are required to ensure that savings is converted to investments and utilized for the economic development of the country. It is also important to leverage technological advancements to bring more people into the formal banking system. Such steps can ease the liquidity crunch and enable companies to raise capital for expansion and growth.

Your Company

While the year gone by has been challenging for most businesses and industries, your Company has gone from strength to strength, thanks to the trust reposed in us by all the Stakeholders as well as the commitment and expertise of our highly talented human capital.

The bedrock on which your Company's business operates is its Technology IP. It has maintained its leadership position in India's trading technology solutions market for nearly a decade. Your company and its group companies (the FTIL Group) has been constantly innovating and creating new products in each of its business verticals viz Technology, Exchanges and Ecosystem vertical.

Technology Vertical

Your Company's Technology vertical encompasses Exchange technology solutions, Brokerage solutions, Messaging solutions and Consulting solutions.

Your Company's Exchange solutions' division now offers trading, risk management and clearing and settlement in Energy through its solution called PowerARMS™, deployed for the Day Ahead Market at the Indian Energy Exchange (IEX).

ODIN™, your Company's flagship Brokerage product, continues to be the first choice of every brokerage house in India and holds a major market share in the country's electronic trading solutions space. In the current year, ODIN™'s capabilities have been enhanced to include new exchange segments such as NSE Currency Derivatives. ODIN™ has also been made two-factor-authentication compliant during the year.

ODIN™ Program Trading, your Company's product offering in automated trading, has been significantly augmented in terms of speed, execution capabilities and

execution avenues, which include India's leading exchanges. For large institutions, your Company has introduced execution-based ALGOs which enable better execution of large quantity orders. Your Company has also launched mobile trading solution using smart phones and tablets which run on iOS, Android, Blackberry OS, etc.

Your Company is a leading provider of end-to-end STP technology solutions for Institutional Investors and related counterparts. Its intelligent messaging solutions provide a seamless STP framework and bring brokers, fund managers and custodians together through secure online connectivity on a common messaging platform. Your Company's Consulting arm, the Enterprise Solutions Group (ESG), serves large corporates spanning BFSI, healthcare, government/PSUs, manufacturing etc. for their various needs such as IT governance, risk management & compliance; software testing & quality assurance; IT infrastructure & service management; IT design and implementation to name a few.

Exchange Vertical and Ecosystem Vertical

It was a proud moment for your Company's commodity Exchange venture, Multi Commodities Exchange of India Limited (MCX), when it became the world's third largest commodity futures Exchange in terms of the number of commodity futures contracts traded for the calendar year 2011, as per FIA Annual Volume Survey released in March 2012.

MCX also created history in the Indian capital markets after it completed its successful IPO in February 2012 to become the first and only listed

Exchange in India. MCX's IPO, which was oversubscribed 45 times, saw fantastic interest from the retail investor segment with an oversubscription of about 23 times. Your Company reduced its stake in MCX from 31.18% to 26% by divesting part of its holdings through the IPO, to comply with regulatory requirements of promoter companies in national commodity Exchanges.

The FTIL Group's other exchanges ventures in India are leaders in their respective asset classes. Indian Energy