

1. **The National Stock Exchange of India Ltd.,**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051.  
Scrip code - POLARIS
2. **The Bombay Stock Exchange Ltd.**  
1<sup>st</sup> Floor, New Trade Ring, Rotunda Building, PJ Towers,  
Dalal Street, Fort, Mumbai – 400 001.  
Scrip code - 532254

Dear Sirs,

Ref ISIN: INE763A01023

Re: Results of the Postal Ballot pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015

This is with further reference to our letter dated 26<sup>th</sup> November 2015 enclosing the Notice along with Explanatory Statement for seeking the consent of Shareholders by Special Resolution vide a Postal Ballot for the following items:-

- 1) To amend the Associate Stock Option Plan 2003 (“ASOP 2003”) – to incorporate a new clause regarding “Control” under Clause 2 “Definition” and an additional clause regarding “Vesting” under Clause 7 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **SPECIAL RESOLUTION**
- 2) To amend the Associate Stock Option Plan 2004 (“ASOP 2004”) – to incorporate a new clause regarding “Control” under Clause 2 “Definition” and an additional clause regarding “Vesting” under Clause 7 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **SPECIAL RESOLUTION**
- 3) To amend the Associate Stock Option Plan 2011 (“ASOP 2011”) – to incorporate a new clause regarding “Control” under Clause 2 “Definition” and an additional clause regarding “Vesting” under Clause 8 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **SPECIAL RESOLUTION**
- 4) To amend the Associate Stock Option Plan 2015 (“ASOP 2015”) – to incorporate a new clause regarding “Control” under Clause 2 “Definition” and an additional clause regarding “Vesting” under Clause 7 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **SPECIAL RESOLUTION**

S.No.	Description	
A	Period of Postal Ballot	<b>30<sup>th</sup> November 2015 to 29<sup>th</sup> December 2015</b>
B	Record Date	<b>6<sup>th</sup> November 2015</b>



**Polaris Consulting & Services Limited**

(Formerly known as Polaris Financial Technology Limited)

Registered Office: Polaris House, 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-3987 4000, 3984 3400 | Fax: +91-44-2852 3280  
Corporate Headquarters: Foundation, 34 IT Highway, Chennai - 603 103, India | Ph: +91-44-2743 5001, 3987 3000 | Fax: +91-44-2743 5166

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The special resolutions set out in the Notice of the Postal Ballot dated 6<sup>th</sup> November 2015 require more than three-fourths of the number of votes to be cast in favour of each of the Resolutions in order to pass the Resolutions.


In connection with the above and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we would like to inform you that Resolutions No. 1, 2 3 and 4 mentioned in the aforesaid Notice were passed by the Shareholders by the requisite majority.

Attached are the voting Results of the said Postal Ballot. Kindly take the above information on record.

Thanking you,

Yours truly,

**For Polaris Consulting & Services Limited**  
*(Formerly known as Polaris Financial Technology Limited)*

  
**Christina Pauline Beulah**  
**Company Secretary and Compliance Officer**  
Encl: as above



**POLARIS CONSULTING & SERVICES LIMITED**  
**POSTAL BALLOT VOTING RESULTS**

<b>Resolution No. 1</b>	To amend the Associate Stock Option Plan 2003 ("ASOP 2003") - to incorporate a new clause regarding "Control" under Clause 2 "Definition" and an additional clause regarding "Vesting" under Clause 7 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014							
<b>Resolution required: (Ordinary/Special)</b>	Special							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	2,89,99,050	2,89,41,710	99.80	2,89,41,710	-	100	0.00
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		2,89,41,710	99.80	2,89,41,710	-	100	0.00
<b>Public- Institutions</b>	<b>E-Voting</b>	2,07,84,223	74,53,245	35.86	23,86,867	50,66,378	32	67.98
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		74,53,245	35.86	23,86,867	50,66,378	32	67.98
<b>Public- Non Institutions</b>	<b>E-Voting</b>	5,04,46,151	2,50,93,095	49.74	2,50,93,025	70	100	0.00
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		4,35,540	0.86	4,35,540	-	100	0.00
	<b>Total</b>		2,55,28,635	435540	2,55,28,565	70	100	0.00
<b>Total</b>		10,02,29,424	6,19,23,590	61.78	5,68,57,142	50,66,448	92	8.18



**POLARIS CONSULTING & SERVICES LIMITED**  
**POSTAL BALLOT VOTING RESULTS**

<b>Resolution No. 2</b>	To amend the Associate Stock Option Plan 2004 ("ASOP 2004") - to incorporate a new clause regarding "Control" under Clause 2 "Definition" and an additional clause regarding "Vesting" under Clause 7 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014							
<b>Resolution required: (Ordinary/ Special)</b>	Special							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	2,89,99,050	2,89,41,710	99.80	2,89,41,710	-	100.00	0.00
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		2,89,41,710	99.80	2,89,41,710	-	100.00	0.00
<b>Public- Institutions</b>	<b>E-Voting</b>	2,07,84,223	74,53,245	35.86	23,86,867	50,66,378	32.02	67.98
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		74,53,245	35.86	23,86,867	50,66,378	32.02	67.98
<b>Public- Non Institutions</b>	<b>E-Voting</b>	5,04,46,151	2,50,93,095	49.74	2,50,93,025	70	100.00	0.00
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		4,35,540	0.86	4,35,540	-	100.00	0.00
	<b>Total</b>		2,55,28,635	50.61	2,55,28,565	70	100.00	0.00
<b>Total</b>		10,02,29,424	6,19,23,590	61.78	5,68,57,142	50,66,448	91.82	8.18



**POLARIS CONSULTING & SERVICES LIMITED**  
**POSTAL BALLOT VOTING RESULTS**

<b>Resolution No. 3</b>	To amend the Associate Stock Option Plan 2011 ("ASOP 2011") - to incorporate a new clause regarding "Control" under Clause 2 "Definition" and an additional clause regarding "Vesting" under Clause 8 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014							
<b>Resolution required: (Ordinary/Special)</b>	Special							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	2,89,99,050	2,89,41,710	99.80	2,89,41,710	-	100.00	0.00
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		2,89,41,710	99.80	2,89,41,710	-	100.00	0.00
<b>Public- Institutions</b>	<b>E-Voting</b>	2,07,84,223	74,53,245	35.86	23,86,867	50,66,378	32.02	67.98
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		74,53,245	35.86	23,86,867	50,66,378	32.02	67.98
<b>Public- Non Institutions</b>	<b>E-Voting</b>	5,04,46,151	2,50,93,095	49.74	2,50,93,025	70	100.00	0.00
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		4,35,540	0.86	4,35,540	-	100.00	0.00
	<b>Total</b>		2,55,28,635	50.61	2,55,28,565	70	100.00	0.00
<b>Total</b>		10,02,29,424	6,19,23,590	61.78	5,68,57,142	50,66,448	91.82	8.18



**POLARIS CONSULTING & SERVICES LIMITED**  
**POSTAL BALLOT VOTING RESULTS**

<b>Resolution No. 4</b>	To amend the Associate Stock Option Plan 2015 ("ASOP 2015") - to incorporate a new clause regarding "Control" under Clause 2 ""Definition" and an additional clause regarding "Vesting" under Clause 7 pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014							
<b>Resolution required: (Ordinary/ Special)</b>	Special							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	2,89,99,050	2,89,41,710	99.80	2,89,41,710	-	100.00	0.00
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		2,89,41,710	99.80	2,89,41,710	-	100.00	0.00
<b>Public- Institutions</b>	<b>E-Voting</b>	2,07,84,223	74,53,245	35.86	23,86,867	50,66,378	32.02	67.98
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>		74,53,245	35.86	23,86,867	50,66,378	32.02	67.98
<b>Public- Non Institutions</b>	<b>E-Voting</b>	5,04,46,151	2,50,93,095	49.74	2,50,93,025	70	100.00	0.00
	<b>Poll</b>		-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		4,35,540	0.86	4,35,540	-	100.00	0.00
	<b>Total</b>		2,55,28,635	50.61	2,55,28,565	70	100.00	0.00
<b>Total</b>		10,02,29,424	6,19,23,590	61.78	5,68,57,142	50,66,448	91.82	8.18



31<sup>st</sup> December 2015

To

The Chairman,  
Polaris Consulting & Services Limited,  
Polaris House, 244,  
Anna Salai,  
Chennai – 600006

**SUB: SCRUTINIZER'S REPORT ON THE POSTAL BOLLOT IN RESPECT OF MATTERS SET  
OUT IN THE NOTICE OF POSTAL BALLOT.**

Dear Sir,

1. I have been appointed as a Scrutinizer vide letter dated 29<sup>th</sup> October 2015 to scrutinize the e-voting and the postal ballot, in respect of the following matters set-out in the notice of the postal ballot, dated 06<sup>th</sup> November 2015:
  - a) To amend the Associate Stock Option Plan 2003 ("ASOP 2003") ("**Resolution 1**")
  - b) To amend the Associate Stock Option Plan 2004 ("ASOP 2004") ("**Resolution 2**")
  - c) To amend the Associate Stock Option Plan 2011 ("ASOP 2011") ("**Resolution 3**")
  - d) To amend the Associate Stock Option Plan 2015 ("ASOP 2015") ("**Resolution 4**").
2. As per the information provided to me, the Company had completed despatch of notice of the postal ballot to the members on 26<sup>th</sup> November 2015.
3. The members had an option to vote through a ballot paper or through electronic means, for which Company had entered into an arrangement with Karvy Computershare Private Limited ("**Karvy**"), for providing the electronic voting ("**e-voting**") facility to enable its members to vote on the above matters. The Company had also despatched to the members, a postage prepaid envelope, which was addressed to the scrutinizer bearing the address of Karvy. A total of 26 envelopes were received which contained, 27 ballot papers - one envelope had two ballot papers. Out of the aforesaid 26 envelopes, 24 envelopes that were received at the address of Karvy were passed on to me in three tranches and the 2 envelopes which were addressed to the Company were handed over to me by the Company.
4. The period of postal ballot as per the notice commenced from 30<sup>th</sup> November 2015 at 9.00 am IST and ended on 29<sup>th</sup> December 2015 at 5.00 pm. To ascertain the details of e-voting on Karvy's e-voting platform, the same was unblocked after closure of the e-voting.
5. I submit my report as under, in respect of both (i.e) the votes cast by ballot papers and on the e-voting platform.

Contd... 2/-



**6. The details of the Ballot papers received, is as under:**

Resolution No.	Total Number ballot paper received	No. of Equity shares
Resolution No. 1	27	435850
Resolution No. 2	27	435850
Resolution No. 3	27	435850
Resolution No. 4	27	435850

**7. Details of the votes cast on the e-voting platform is as under:**

Resolution No.	Total Number of shareholders who have cast their vote on the e-voting platform	No. of Equity shares
Resolution No. 1	129	68379087
Resolution No. 2	129	68379087
Resolution No. 3	129	68379087
Resolution No. 4	129	68379087

**8. Details of scrutiny carried out in respect of the e-voting:**

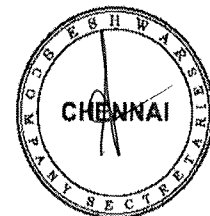
a) With respect to Corporate Shareholders – the scrutiny is whether the Corporate Shareholder has provided a board resolution authorising a natural person to vote at a general meeting of the company.

b) With respect to Mutual Funds – the scrutiny is whether the Trustee Company of the Mutual Fund has provided a board resolution authorising a natural person to vote at a general meeting of the company.

c) With respect to FII's and FPI's – the scrutiny is availability of a Power of Attorney ("POA") given by the FII / FPI in favour of a custodian in India, and POA is scrutinized for the following:

- (i) Whether the name of the FII / FPI in the POA attached is the same, or where there is a name mismatch – whether any SEBI registration certificate for the change in name is available or not;
- (ii) Where the POA bears a date of execution;
- (iii) Where the POA has been executed outside India – has the same been Apostilled in that country;
- (iv) Whether the POA has been adjudicated under the Indian Stamp Act – else the document cannot be valid in India;
- (v) Whether under the POA the FII/FPI has given the custodian – the custodian has a right to vote at general meetings and/or appoint a person as a proxy to attend and vote at a general meeting;

Contd... 3/-





**TREATING AS INVALID:** Based on the scrutiny as above, I considered 6891037 shares for all the resolutions, as NOT VALID, as the documents uploaded did not meet any one of the aforesaid conditions.

## 9. Details of scrutiny carried out in respect of the postal ballot

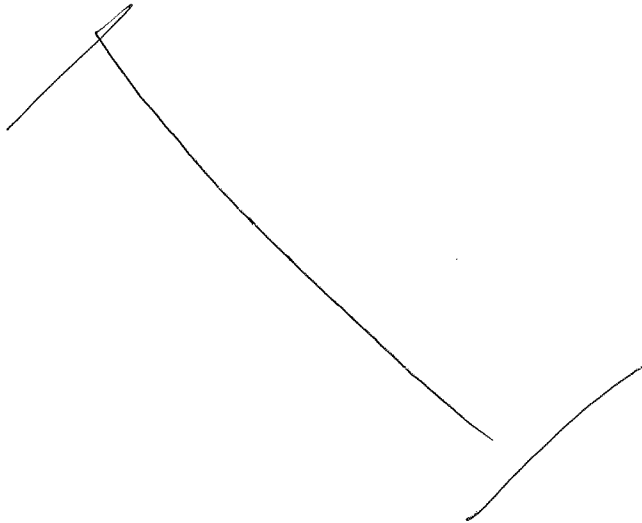
The Company has sent the postal ballot to the shareholder pre-printing therein, the name and address of the sole / first shareholder, Joint Holders (if any), the Registered Folio/DP ID with Client No., and the number of equity shares held by the shareholder.

The scrutiny was limited to the votes cast, and verification of the signature as made available by Karvy on its e-voting platform. There were no Institutions who had voted using the postal ballot.

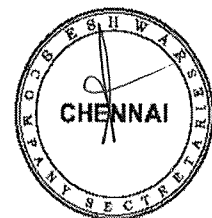
**TREATING AS INVALID:** Based on the scrutiny as above, I considered 310 shares for all the resolutions, as NOT VALID, as in one case, there was no signature in the postal ballot form and in another case, the shareholder had voted both "for" and "against".

## 10. I report to you the details of votes cast "FOR" and "AGAINST" in the ballot papers :

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	25	435540	435540	100.00%	0	0.00%
Resolution No. 2	25	435540	435540	100.00%	0	0.00%
Resolution No. 3	25	435540	435540	100.00%	0	0.00%
Resolution No. 4	25	435540	435540	100.00%	0	0.00%



Contd... 41-



11. I report to you the details of valid votes cast "FOR" and "AGAINST" under the e-voting platform held between 30<sup>th</sup> November 2015 and 29<sup>th</sup> December 2015:

Resolution No.	Total no share holders whose votes were considered valid	Total No. of Equity Shares with respect to which vote have been cast and considered valid	FOR		AGAINST	
			No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	108	61488050	56421602	91.76%	5066448	8.24%
Resolution No. 2	108	61488050	56421602	91.76%	5066448	8.24%
Resolution No. 3	108	61488050	56421602	91.76%	5066448	8.24%
Resolution No. 4	108	61488050	56421602	91.76%	5066448	8.24%

12. The consolidated report on the votes cast through the ballot papers and e-voting platform (held between 30<sup>th</sup> November 2015 and 29<sup>th</sup> December 2015) is as below:

Resolution No.	FOR		AGAINST	
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	56857142	91.82%	5066448	8.18%
Resolution No. 2	56857142	91.82%	5066448	8.18%
Resolution No. 3	56857142	91.82%	5066448	8.18%
Resolution No. 4	56857142	91.82%	5066448	8.18%

for इ एश्वर

Place: Chennai.  
Date: 31<sup>st</sup> December 2015  
Time: 1.00 PM IST



S ESHWAR  
FCS. No. 6097, C.P. NO. 5280

Countersigned:  
For Polaris Consulting & Services Limited

Christina Pauline Beulah  
Company Secretary

