

Certified True copy of the Circular Resolution dated April 18, 2015 passed by the Stakeholders' Relationship Committee of Board of Directors of Polaris Consulting & Services Limited.

Resolved that pursuant to the approval accorded by the shareholders at the Extra-ordinary General Meeting held on March 12, 2004 for the issue of Stock Options to the employees of the Company convertible into fully paid up equity shares and pursuant to the provisions of the **Associate Stock Option Plan 2003** of the Company **20,100** numbers of Equity Shares of Rs.5/- each be and is hereby allotted to **10 (Ten)** Associates as detailed hereunder:

S No	Name	Date of Grant	Grant Price	Options Exercised
ASOP 2003				
1	Saurabh Gupta	19-10-2010	125.17	2,400
2	Vijayaraghavan Narasimhan	20-07-2011	124.42	6,000
3	Kalpak Mhatre	21-10-2008	32.72	3,000
4	Mathew Samuel	20-07-2011	124.42	1,800
5	Pushkar B Lohokare	20-01-2009	24.73	300
6	Vipul Vashisht	20-10-2009	106.52	1,000
7	Jayaraman Thiyagarajan	21-01-2011	132.37	600
8	Jyotsna Krishnan	19-10-2010	125.17	1,600
9	Jyotsna Krishnan	22-04-2010	133.88	1,000
10	Siddharth Shankarrao Deshmukh	21-01-2011	132.37	2,400
TOTAL				20,100

Resolved that pursuant to the approval accorded by the shareholders at the Extra-ordinary General Meeting held on October 28, 2011 for the issue of Stock Options to the employees of the Company convertible into fully paid up equity shares and pursuant to the provisions of the **Associate Stock Option Plan 2011** of the Company **35,250** numbers of Equity Shares of Rs.5/- each be and is hereby allotted to **9 (Nine)** Associate(s) as detailed hereunder:

S No	Name	Date of Grant	Grant Price	Options Exercised
ASOP 2011				
1	Jasmohan Mamak	27-04-2013	82.58	1,000
2	Jasmohan Mamak	20-01-2012	96.77	9,000
3	A Kalyana Subramaniam	22-10-2012	90.83	450
4	Vijayaraghavan Narasimhan	20-01-2012	96.77	9,000
5	Raju Venkataraman	07-03-2014	110.45	5,000
6	Ravindra Chandra Bhargava	07-03-2014	110.45	5,000
7	Smitha Singh	22-10-2012	90.83	300
8	Kalpak Mhatre	27-04-2013	82.58	500
9	Abhay Agarwal	07-03-2014	110.45	5,000
TOTAL				35,250

Polaris Consulting & Services Limited

(Formerly known as Polaris Financial Technology Limited)

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Resolved further that the equity shares allotted pursuant to the aforesaid resolutions shall rank *pari passu* with the existing equity shares of the Company.

Resolved further that for Options exercised in electronic form, shares be credited to the respective demat accounts of the Allottees after obtaining the requisite approvals from the custodians.

Resolved further that Options exercised in physical form, share certificates would be issued under the Common Seal of the Company bearing the facsimile signature of Mr. Arun Jain, Chairman & Director and Mr. Abhay Agarwal, Director and Mr. N M Vaidyanathan Chief Financial Officer Ms. Christina Pauline Beulah, Company Secretary & Compliance Officer of the Company who shall sign the share certificates in token thereof as authorised signatories.

Resolved further that Mr. N M Vaidyanathan, Chief Financial Officer or Ms. Christina Pauline Beulah, Company Secretary & Compliance Officer be and are hereby severally authorized to intimate the allotment of shares to Stock exchanges / Custodians / Depositories and inform of the above mentioned allotment of shares to the Registrar of Companies, Chennai, Ministry of Corporate Affairs, Government of India.

Resolved further that the stamp duty as applicable under The Indian Stamp Act, 1899 for issuance of share certificates if any, with respect to the aforementioned allotment of shares be paid by purchase and cancellation of the requisite stamps in the manner provided in the said Act.

Resolved further that Mr. N M Vaidyanathan, Chief Financial Officer or Ms. Christina Pauline Beulah, Company Secretary & Compliance Officer be and are hereby severally authorized to sign the listing application(s) and all other relevant documents connected therewith, for listing the aforementioned shares on Stock Exchanges, viz., NSE & BSE.

// CERTIFIED TRUE COPY //

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


Christina Pauline Beulah
Company Secretary and Compliance Officer

