

PCSL/SEC/2016-17

May 20, 2016

1. **The National Stock Exchange of India Ltd.,**
Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.
Scrip code - POLARIS
2. **The Bombay Stock Exchange Ltd.**
1st 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 15th April 2016 enclosing the Notice along with Explanatory Statement for seeking the consent of Shareholders by Ordinary/Special Resolution vide a Postal Ballot for the following items:-

- 1) Appointment of Mr. Krishan Aruna Canekaratne as Chairman and Non - Executive Director – ORDINARY RESOLUTION
- 2) Appointment of Professor Jayaraman Ramachandran as an Independent Director – ORDINARY RESOLUTION
- 3) Appointment of Mr.Sunil Bowry as an Independent Director – ORDINARY RESOLUTION
- 4) Appointment of Mr.Hari Raju Mahadevu as an Independent Director – ORDINARY RESOLUTION
- 5) Appointment of Mr.Arvind Sharma as an Independent Director – ORDINARY RESOLUTION
- 6) Appointment of Ms.Rama Sivaraman as Whole Time Director – ORDINARY RESOLUTION
- 7) Appointment of Mr.Anuranjan Krishan Kalia as a Non - Executive Director – ORDINARY RESOLUTION
- 8) Reclassification of promoters of the Company – SPECIAL RESOLUTION

S.No.	Particulars	Remarks
A	Period of Postal Ballot	18 th April 2016 to 18 th May 2016
B	Record Date	1 st April 2016



Polaris Consulting & Services 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 resolution (Item No. 8) set out in the Notice of the Postal Ballot dated 29th March 2016 require more than three-fourths of the number of votes to be cast in favour of the Resolution in order to pass the Resolution.

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, 4, 5, 6, 7 and 8 mentioned in the aforesaid Notice were passed by the Shareholders by the requisite majority.

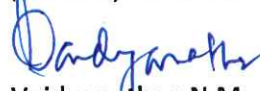
Attached are the voting Results of the said Postal Ballot along with the scrutinizer report. We request you to kindly take the above information on record and ensure compliance.

Thanking you

Yours sincerely

For Polaris Consulting & Services Limited

(Formerly known as Polaris Financial Technology Limited)



Vaidyanathan N M

Chief Financial Officer

Encl: as above



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POLARIS CONSULTING & SERVICES LIMITED										
ORDINARY - Appointment of Mr. Krishan Aruna Caneeratne as Chairman and Non - Executive Director										
Resolution No. 1	Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting									
	Poll									
	Postal Ballot (if applicable)									
Public- Institutions	E-Voting		69,95,424	74.68	69,95,424	-	100.00	0.00		
	Poll			0.00			0.00	0.00		
	Postal Ballot (if applicable)									
Public- Non Institutions	E-Voting	93,67,387		0.00			0.00	0.00		
	Poll		5,31,43,892	57.77	5,31,42,913	979	100.00	0.00		
	Postal Ballot (if applicable)			0.00			0.00	0.00		
Total		10,13,66,874	6,01,44,682	59.33	6,01,43,603	1,079	98.14	100.00		1.86
ORDINARY - Appointment of Professor Jayaraman Ramachandran as an Independent Director										
Resolution No. 2	Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting									
	Poll									
	Postal Ballot (if applicable)									
Public- Institutions	E-Voting		69,95,424	74.68	69,95,424	-	100.00	0.00		
	Poll			0.00			0.00	0.00		
	Postal Ballot (if applicable)									
Public- Non Institutions	E-Voting	93,67,387		0.00			0.00	0.00		
	Poll		5,31,43,892	57.77	5,31,42,413	1,479	100.00	0.00		
	Postal Ballot (if applicable)			0.00			0.00	0.00		
Total		10,13,66,874	6,01,45,482	59.33	6,01,43,903	1,579	98.38	100.00		1.62



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ORDINARY - Appointment of Mr. Sunil Bowry as an Independent Director									
Resolution No. 3	No								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	-	-	0.00	-	-	0.00	0.00	
	Poll	-	-	0.00	-	-	0.00	0.00	
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00	
Public- Institutions	E-Voting	69,95,424	69,95,424	74.68	69,95,424	-	100.00	0.00	
	Poll	-	-	0.00	-	-	0.00	0.00	
	Postal Ballot (if applicable)	93,67,387	-	0.00	-	-	0.00	0.00	
Public- Non Institutions	E-Voting	5,31,43,852	5,31,43,852	57.77	5,31,42,373	1,479	100.00	0.00	
	Poll	-	-	0.00	-	-	0.00	0.00	
	Postal Ballot (if applicable)	9,19,99,487	5,366	0.01	5,266	100	98.14	1.86	
Total		10,13,66,874	6,01,44,642	59.33	6,01,43,063	1,579	100.00	0.00	

ORDINARY - Appointment of Mr. Hari Raju Mahadevu as an Independent Director									
Resolution No. 4	No								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	-	-	0.00	-	-	0.00	0.00	
	Poll	-	-	0.00	-	-	0.00	0.00	
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00	
Public- Institutions	E-Voting	69,95,424	69,95,424	74.68	69,95,424	-	100.00	0.00	
	Poll	-	-	0.00	-	-	0.00	0.00	
	Postal Ballot (if applicable)	93,67,387	-	0.00	-	-	0.00	0.00	
Public- Non Institutions	E-Voting	5,31,43,852	5,31,43,852	57.77	5,31,42,373	1,479	100.00	0.00	
	Poll	-	-	0.00	-	-	0.00	0.00	
	Postal Ballot (if applicable)	9,19,99,487	6,166	0.01	6,066	100	98.38	1.62	
Total		10,13,66,874	6,01,45,442	59.33	6,01,43,863	1,579	100.00	0.00	



(Signature)



Resolution No. 5	ORDINARY - Appointment of Mr. Arvind Sharma as an Independent Director									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting			0.00	-	-	0.00	0.00		
	Poll			0.00	-	-	0.00	0.00		
	Postal Ballot (if applicable)			0.00	-	-	0.00	0.00		
Public- Institutions	E-Voting		69,95,424	74.68	69,95,424	-	100.00	0.00		
	Poll		-	0.00	-	-	0.00	0.00		
	Postal Ballot (if applicable)	93,67,387	-	0.00	-	-	0.00	0.00		
Public- Non Institutions	E-Voting		5,31,43,852	57.77	5,31,42,373	1,479	100.00	0.00		
	Poll		-	0.00	-	-	0.00	0.00		
	Postal Ballot (if applicable)	9,19,99,487	6,166	0.01	5,916	250	95.95	4.05		
Total		10,13,66,874	6,01,45,442	59.33	6,01,43,713	1,729	100.00	0.00		

Resolution No. 6	ORDINARY - Appointment of Ms. Rama Sivaraman as Whole Time Director									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting			0.00	-	-	0.00	0.00		
	Poll			0.00	-	-	0.00	0.00		
	Postal Ballot (if applicable)			0.00	-	-	0.00	0.00		
Public- Institutions	E-Voting		69,95,424	74.68	69,95,424	-	100.00	0.00		
	Poll		-	0.00	-	-	0.00	0.00		
	Postal Ballot (if applicable)	93,67,387	-	0.00	-	-	0.00	0.00		
Public- Non Institutions	E-Voting		5,31,43,892	57.77	5,31,42,413	1,479	100.00	0.00		
	Poll		-	0.00	-	-	0.00	0.00		
	Postal Ballot (if applicable)	9,19,99,487	6,166	0.01	5,916	250	95.95	4.05		
Total		10,13,66,874	6,01,45,482	59.33	6,01,43,753	1,729	100.00	0.00		



ORDINARY - Appointment of Mr. Anuranjan Krishan Kalia as a Non - Executive Director									
Resolution No. 7									
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting			0.00	-	-	0.00	0.00	
	Poll			0.00	-	-	0.00	0.00	
	Postal Ballot (if applicable)			0.00	-	-	0.00	0.00	
Public- Institutions	E-Voting		69,95,424	74.68	69,95,424	-	100.00	0.00	
	Poll			0.00	-	-	0.00	0.00	
	Postal Ballot (if applicable)	93,67,387		0.00	-	-	0.00	0.00	
Public- Non Institutions	E-Voting		5,31,43,852	57.77	5,31,42,373	1,479	100.00	0.00	
	Poll			0.00	-	-	0.00	0.00	
	Postal Ballot (if applicable)	9,19,99,487	6,166	0.01	6,066	100	98.38	1.62	
Total		10,13,66,874	6,01,45,442	59.33	6,01,43,863	1,579	100.00	0.00	

SPECIAL - Reclassification of promoters of the Company									
Resolution No. 8									
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting			0.00	-	-	0.00	0.00	
	Poll			0.00	-	-	0.00	0.00	
	Postal Ballot (if applicable)			0.00	-	-	0.00	0.00	
Public- Institutions	E-Voting		69,95,424	74.68	69,95,424	-	100.00	0.00	
	Poll			0.00	-	-	0.00	0.00	
	Postal Ballot (if applicable)	93,67,387		0.00	-	-	0.00	0.00	
Public- Non Institutions	E-Voting		10,725	0.03	9,550	1,175	89.04	0.00	
	Poll			0.00	-	-	0.00	0.00	
	Postal Ballot (if applicable)	3,88,66,360	4,031	0.00	3,881	150	96.28	3.72	
Total		4,82,33,747	70,10,180	14.53	70,08,855	1,325	99.98	0.02	





BP & ASSOCIATES
Company Secretaries

REPORT OF SCRUTINIZER

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

Respected Sir,
Sub: Scrutinizer Report - Passing of Resolution through Postal Ballots and Electronic Voting

I, S Bhaskar, Partner, BP & Associates, Company Secretaries, have been appointed as a scrutinizer by the Board of Directors of Polaris Consulting & Services Limited for scrutinizing postal ballot voting including voting by electronic means in respect of resolutions contained in the Notice dated 29th March 2016 through Postal Ballot.

I have scrutinized the Postal Ballot forms and e-voting and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my report as under on the result of the voting by postal ballot in physical and electronic mode in respect of passing of the resolutions contained in the Notice dated 29th March 2016 through Postal Ballot.

The e-voting period remained open from 18th April 2016 at 9:00 AM and ends on 18th May 2016 at 5:00 PM.

The Shareholders holding shares as on the "cut off" date, i.e. 1st April, 2016 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the Notice of "Polaris Consulting & Services Limited" (Item Number 1 to 8 of the Notice of the of Polaris Consulting & Services Limited).

1. The votes were unblocked on 19th day of May, 2016 at 1:00 PM in the presence of two witnesses, namely, Mr. C Prabhakar and Mr. V Gopalan.

They have signed below in confirmation of the votes being unblocked in their presence.

Name: C Prabhakar

Name: V Gopalan.



☎ : 044-42047894
✉ : secretarial@bpcorpadvisors.com
🌐 : www.bpcorpadvisors.com

New No. 74, (Old No.52), Third Floor,
Akshaya Flats, 12th Avenue,
Ashok Nagar, Chennai-83.





BP & ASSOCIATES
Company Secretaries

2. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of Karvy Computershare Private Limited e-voting platform. (<https://evoting.karvy.com>)

3. The result of the E- voting is as under:

Item No - 1:

Ordinary Resolution: Appointment Mr. Krishan Aruna Canekeratne as Chairman and Non-Executive Director.

Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
		Nos.	%	Nos.	%	Nos.	Nos.	%
Item No: 1 of the Notice (Ordinary Resolution)	e-Voting	60138337	99.99%	979	0.00%	0	60139316	99.99%
	Postal Ballot	5266	0.01%	100	0.00%	1300	5366	0.01%
	Total	60143603	100.00%	1079	0.00%	1300	60144682	100.00%

- The Resolution has been passed by the requisite majority since more than 50% of the votes are being casted in favour of the resolution. The resolution is deemed to be passed as on date of the announcement of the result.

Item - 2:

Ordinary Resolution: Appointment of Professor Jayaraman Ramachandran as an Independent Director.

Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
		Nos.	%	Nos.	%	Nos.	Nos.	%
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	60137837	99.99%	1479	0.00%	0	60139316	99.99%
	Postal Ballot	6066	0.01%	100	0.00%	500	6166	0.01%
	Total	60143903	100.00%	1579	0.00%	500	60145482	100.00%

- The Resolution has been passed by the requisite majority since more than 50% of the votes are being casted in favour of the resolution. The resolution is deemed to be passed as on date of the announcement of the result.





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Company Secretaries

Item - 3:

Ordinary Resolution: Appointment of Mr. Sunil Bowry as an Independent Director:

Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 3 of the Notice (Ordinary Resolution)	e-Voting	60137797	99.99%	1479	0.00%	0	60139276	99.99%
	Postal Ballot	5266	0.01%	100	0.00%	1300	5366	0.01%
	Total	60143063	100.00%	1579	0.00%	1300	60144642	100.00%

- The Resolution has been passed by the requisite majority since more than 50% of the votes are being casted in favour of the resolution. The resolution is deemed to be passed as on date of the announcement of the result.

Item - 4:

Ordinary Resolution: Appointment of Mr.Hari Raju Mahadevu as an Independent Director.

Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 4 of the Notice (Ordinary Resolution)	e-Voting	60137797	99.99%	1479	0.00%	0	60139276	99.99%
	Postal Ballot	6066	0.01%	100	0.00%	500	6166	0.01%
	Total	60143863	100.00%	1579	0.00%	500	60145442	100.00%

- The Resolution has been passed by the requisite majority since more than 50% of the votes are being casted in favour of the resolution. The resolution is deemed to be passed as on date of the announcement of the result.



**BP & ASSOCIATES**

Company Secretaries

Item – 5:**Ordinary Resolution:** Appointment of Mr. Arvind Sharma as an Independent Director.

Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 5 of the Notice (Ordinary Resolution)	e-Voting	60137797	99.99%	1479	0.00%	0	60139276	99.99%
	Postal Ballot	5916	0.01%	250	0.00%	500	6166	0.01%
	Total	60143713	100.00%	1729	0.00%	500	60145442	100.00%

- The Resolution has been passed by the requisite majority since more than 50% of the votes are being casted in favour of the resolution. The resolution is deemed to be passed as on date of the announcement of the result.

Item – 6:**Ordinary Resolution:** Appointment of Ms. Rama Sivaraman as Whole Time Director.

Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 6 of the Notice (Ordinary Resolution)	e-Voting	60137837	99.99%	1479	0.00%	0	60139316	99.99%
	Postal Ballot	5916	0.01%	250	0.00%	500	6166	0.01%
	Total	60143753	100.00%	1729	0.00%	500	60145482	100.00%

- The Resolution has been passed by the requisite majority since more than 50% of the votes are being casted in favour of the resolution. The resolution is deemed to be passed as on date of the announcement of the result.





BP & ASSOCIATES
Company Secretaries

Item - 7:

Ordinary Resolution: Appointment of Mr. Anuranjan Krishan Kalia as a Non - Executive Director.

Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 7 of the Notice (Ordinary Resolution)	e-Voting	60137797	99.99%	1479	0.00%	0	60139276	99.99%
	Postal Ballot	6066	0.01%	100	0.00%	2635	6166	0.01%
	Total	60143863	100.00%	1579	0.00%	2635	60145442	100.00%

- The Resolution has been passed by the requisite majority since more than 50% of the votes are being casted in favour of the resolution. The resolution is deemed to be passed as on date of the announcement of the result.

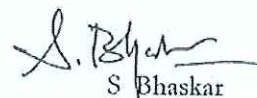
Item - 8:

Special Resolution: Reclassification of promoters of the Company.

Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 8 of the Notice (Special Resolution)	e-Voting	7004974	99.93%	1175	0.02%	53133127	7006149	99.94%
	Postal Ballot	3881	0.06%	150	0.00%	2635	4031	0.06%
	Total	7008855	99.98%	1325	0.02%	53135762	7010180	100.00%

- The resolution has been passed by the requisite majority since more than three-fourth of the votes are being casted in favour of the resolution. The resolution is deemed to be passed as on date of the announcement of the result.

Thanking You,
Yours faithfully,


S Bhaskar

Partner of BP & Associates

Company Secretaries

M.No: 10798 | COP No: 8315

Date: 20th May 2016

Place: Chennai - 83



