

PCSL/SEC/2016-17

July 8, 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.
2. **The Bombay Stock Exchange Ltd.**
1st Floor, New Trade Ring, Rotunda Building, PJ Towers,
Dalal Street, Fort, Mumbai – 400 001.

Dear Sirs,

Sub: Submission of E- Voting Results in respect of the businesses transacted through E- Voting as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

We are enclosing herewith the E-Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in respect of the items mentioned in the Notice for 23rd AGM dt.12th May 2016, along with the Scrutiniser's Report dt.08th July 2016 received from Mr.S.Bhaskar, Partner, BP & Associates, Company Secretaries, Chennai.

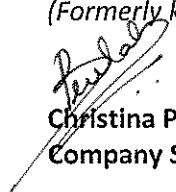
We request you to take the above on record and ensure compliance.

Thanking you

Yours sincerely

For Polaris Consulting & Services Ltd

(Formerly known as Polaris Financial Technology Ltd)


Christina Pauline Beulah

Company Secretary & Compliance Officer.



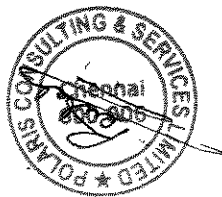
POLARIS CONSULTING & SERVICES LIMITED (Formerly known as Polaris Financial Technology Limited) - 23rd Annual General Meeting (AGM) Voting Results	
Date of the AGM	07-07-2016
Total number of shareholders on record date	41951
No. of shareholders present in the meeting in person *	
Promoters and Promoter Group:	2
Public:	1044
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

ORDINARY 1 - Adoption of Financial Statements (Including Consolidated Financial Statements)									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	NO	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
Category									
Promoter and Promoter Group									
		E-Voting	79,853,069	79,852,493	100	79,852,493	-	100	-
		Poll	79,853,069	576	0	576	-	100	-
		Postal Ballot (if applicable)	79,853,069	-	-	-	-	-	-
Public- Institutions									
		E-Voting	10,470,975	7,732,898	74	7,732,898	-	100	-
		Poll	10,470,975	-	-	-	-	-	-
		Postal Ballot (if applicable)	10,470,975	-	-	-	-	-	-
Public- Non Institutions									
		E-Voting	11,206,090	10,023	0	10,023	-	100	-
		Poll	11,206,090	1,511	0	1,436	75	95.04	5
		Postal Ballot (if applicable)	11,206,090	-	-	-	-	-	-
Total			101,530,134	87,597,501	86	87,597,426	75	100.00	0

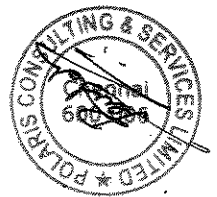
* Number represents the number of shareholders who have cast their vote during e-voting period and on instapoll.



Resolution required: (Ordinary/ Special)	ORDINARY 2 - To appoint a Director in place of Mr. Jitin Goyal, (DIN 02851976) who retires by rotation and being eligible, has offered himself for re-appointment.									
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	79,853,069	79,852,493	100	79,852,493	-	100	-		
	Poll	79,853,069	576	0	576	-	100	-		
	Postal Ballot (if applicable)	79,853,069	-	-	-	-	-	-		
Public- Institutions	E-Voting	10,470,975	7,732,898	74	7,732,898	-	100	-		
	Poll	10,470,975	-	-	-	-	-	-		
	Postal Ballot (if applicable)	10,470,975	-	-	-	-	-	-		
Public- Non Institutions	E-Voting	11,206,090	10,023	0	10,019	4	99.96	0		
	Poll	11,206,090	1,511	0	1,336	175	88.42	11.58		
	Postal Ballot (if applicable)	11,206,090	-	-	-	-	-	-		
Total		101,530,134	87,597,501	86	87,597,522	179	100.00	0		



Resolution required: (Ordinary/ Special)		ORDINARY 3 - To appoint Auditors of the Company							
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	79,853,069	79,852,493	100	79,852,493	-	100	-	
	Poll	79,853,069	576	0	576	-	100	-	
	Postal Ballot (if applicable)	79,853,069	-	-	-	-	-	-	
Public- Institutions	E-Voting	10,470,975	7,732,898	73.85	7,191,395	541,503	92.99	7	
	Poll	10,470,975	-	-	-	-	-	-	
	Postal Ballot (if applicable)	10,470,975	-	-	-	-	-	-	
Public- Non Institutions	E-Voting	11,206,090	10,023	0	10,019	4	100	0	
	Poll	11,206,090	1,511	0	1,436	75	95	4.96	
	Postal Ballot (if applicable)	11,206,090	0	0	00	0	0	0	
Total		101,530,134	87,597,501	86.23	87,055,919	541,582	99.38	0.62	





FORM NO.MGT – 13

REPORT OF SCRUTINIZER
FOR
POLARIS CONSULTING & SERVICES LIMITED
(Formerly Known as Polaris Financial Technology Limited)

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the companies
(Management and Administration) Rules, 2014]

To,
THE CHAIRMAN
POLARIS CONSULTING & SERVICES LIMITED
POLARIS HOUSE,
244 ANNA SALAI,
CHENNAI – 600 006

Respected Sir,

Sub: Scrutinizer Report - Passing of Resolution through Electronic Voting-Reg

I, S. Bhaskar, Partner of BP & Associates, Company Secretaries, Chennai - 83, was appointed as scrutinizer for the 23rd Annual General Meeting of the equity shareholders of “Polaris Consulting & Services Limited” held on Thursday, the 7th July 2016 at 3.00 p.m. at Rani Seethai Hall, 603, Anna Salai, 1st Floor, Gemini Flyover Near, Thousand Lights, Chennai 600 006, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub rule (xii) of Rule 20(4) of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The e-Voting period remained open from 9.00 A.M. on Monday, the 4th of July, 2016 upto 5.00 P.M. on Wednesday, the 6th July, 2016.
2. The Shareholders holding shares as on the “cut off” date, i.e. 1st July, 2016 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the 23rd Annual General Meeting of “Polaris Consulting & Services Limited” (Item number 1 to 3 of the Notice of the 23rd AGM of Polaris Consulting & Services Limited).
3. The votes were unblocked at two instances i.e. Wednesday, the 6th July, 2016 at around 5.30 P.M. and 7th July, 2016 at around 4.30 P.M. in the presence of two witnesses, namely, Mr. D Thirunavukkarasu and Mr. C Prabhakar

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

Name: D Thirunavukkarasu

Name: C Prabhakar





4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of M/s. Karvy Computershare Private Limited.
5. The result of the e- voting is as under:

A. Item No- 1: Ordinary Resolution

To receive, consider and adopt

- i. The Audited Financial Statements of the Company for the Financial Year ended 31st March 2016 and the reports of the Board of Directors and Auditors thereon.
- ii. The audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	99	87,595,414	100%
Voted against the resolution	NIL	NIL	NIL
Invalid Votes	Number of members		Total Number of Votes cast by them
	NIL		

B. Item – 2: Ordinary Resolution

To appoint a Director in place of Mr. Jitin Goyal (DIN 02851976) who retires by rotation and being eligible, has offered himself for re-appointment as an Executive Director, to the extent that he is required to retire by rotation.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	98	87,595,410	100%
Voted against the resolution	1	4	0%
Invalid Votes	Number of members		Total Number of Votes cast by them
	NIL		





C. Item – 3: Ordinary Resolution

To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company to be held in the financial year 2021 and to authorize the Board of Directors to fix their remuneration.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	95	87,053,907	99%
Voted against the resolution	4	541,507	1%
Invalid Votes	Number of members		Total Number of Votes cast by them
NIL			

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

Thanking You,

Yours faithfully,

S Bhaskar,
Partner of BP & Associates,
Company Secretaries
C P No: 8315

Place: Chennai
Date: 08/07/2016





COMBINED SCRUTINIZER REPORT FOR E-VOTING

FOR

POLARIS CONSULTING & SERVICES LIMITED
(Formerly Known as Polaris Financial Technology Limited)

To,
The Chairman
Polaris Consulting & Services Limited ("The Company")
Polaris House,
244 Anna Salai,
Chennai – 600 006

Dear Sir,

SUB: PASSING OF RESOLUTIONS THROUGH E-VOTING AND POLL CONDUCTED AT
THE 23RD ANNUAL GENERAL MEETING.

I, S. Bhaskar, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by

- i. The Board of Directors at their meeting of the Company held on 12th May, 2016 of the Company for the purpose of Scrutinizing the e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
 - ii. The Chairman of the 23rd Annual General Meeting of the Company for conducting poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 23rd Annual General Meeting of the members of the Company.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 23rd Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/s. Karvy Computershare Private Limited, the authorized agency engaged by the Company to provide facilities for e-voting and Insta Poll at the time of poll at AGM.
3. The e-voting results were unblocked at two instances by me on 6th July, 2016 at around 5.30 P.M. and 7th July, 2016 at around 4.30 P.M. in the presence of two witnesses (please refer my Scrutinizer report dated 8th July, 2016).





4. At the 23rd Annual General Meeting of the Company held on 7th July, 2016, the Chairman of the meeting had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process (Insta Poll).

The results of the e-voting together with that of the poll are as under:

Item No of Notice	Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	Total	
		Nos.	%	Nos.	%	Nos.	Nos.	%
Item No: 1 of the Notice (Ordinary Resolution)	e-Voting	87595414	100%	0	0%	0	87595414	100%
	Poll	2012	0%	75	0%	0	2087	0%
	Total	87597426	100%	75	0%	0	87597501	100%
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	87595410	100%	4	0%	0	87595414	100%
	Poll	1912	0%	175	0%	0	2087	0%
	Total	87597322	100%	179	0%	0	87597501	100%
Item No: 3 of the Notice (Ordinary Resolution)	e-Voting	87053907	99%	541507	1%	0	87595414	100%
	Poll	2012	0%	75	0%	0	2087	0%
	Total	87055919	99%	541582	1%	0	87597501	100%

All the resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to handover these record to you or other person as authorised by you.

Thanking you,

Yours Faithfully,

S Bhaskar,
Partner of BP & Associates
Company Secretaries
C. P. No: 8315

Place: Chennai-83

Date: 08/07/2016

