



Polaris Consulting & Services Limited

(formerly Polaris Financial Technology Limited)

Registered office: 244/713, Anna Salai, Chennai – 600006, India.

Corporate Identity Number (CIN): L65993TN1993PLC024142

Email: shareholder.query@polarisft.com website: www.polarisft.com

Tel: 044-4740 2000 Fax: 044-2743 5166

POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that Company seeks approval of Members, via Postal Ballot for the following:

Change of Registered Office of the company from “244/713, Anna Salai, Chennai-600 006 to “No.34, IT Highway, Navallur, Chennai-603 103”.

Members’ consent is sought for the proposals contained in the resolutions given in this Notice. The Explanatory Statement pertaining to the said resolutions setting out the material facts and related particulars are annexed hereto along with the Postal Ballot Form.

The Company has appointed Mr.Jayanth Viswanathan (COP: 14642; FCS 7968), Partner, RBJV & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 5:00 PM, on 8th November 2016

Members may choose to vote using the e-voting facility, the details whereof are specified under instructions to the Postal Ballot Form.

The Scrutinizer will submit his report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be declared at the registered office on Thursday, 10th day of November 2016, at 3 PM and through the website of the Company (www.polarisft.com) and by way of intimation to the Stock Exchanges on which the Company’s shares are listed.

SPECIAL BUSINESS:

ITEM NO. 1: Change of Registered Office of the company from “244/713, Anna Salai, Chennai-600 006 to “No.34, IT Highway, Navallur, Chennai-603 103”.

To consider and, if thought fit, to pass the following resolution as Special Resolution:

RESOLVED THAT pursuant to the section 12(5) and other applicable provisions, if any, of the Companies Act, 2013 , the registered office of the Company be and is hereby shifted from 244/713, Anna Salai, Chennai-600 006 to No.34, IT Highway, Navallur, Chennai-603 103, which falls within the state of Tamil Nadu, but outside the local limit of the city, town or village.

By order of the Board of Directors
Polaris Consulting & Services Limited
(formerly known as Polaris Financial Technology Limited)

Place: Chennai
Date: 8th August 2016

Christina Pauline Beulah
Company Secretary & Compliance Officer

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are appended herein.
2. The Postal Ballot Notice is being sent to all the Members of the Company by courier and electronically by email to those members who have registered their e-mail ids with the Depositories or with the Company and whose names appear in the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 16th September 2016 (record date).
3. All documents referred to in the accompanying notice and the explanatory statement is open for inspection at the registered office of the Company on working days from 11 A.M. upto 3 P.M.
4. The Notice of postal Ballot along with the form has been made available on the website of the company i.e, www.polarisft.com.
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form/s will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted.

The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Tuesday 5:00 pm, 8th November 2016, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member/s.

4. Pursuant to provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and Section 108, 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has is pleased to provide e-voting facility through Karvy Computershare Private Limited, for its Members to enable them to cast their votes electronically. The instructions for electronic voting are annexed to this Notice.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

The registered office of the company is situated at 244/713, Anna Salai, Chennai – 600006. The Company has planned to shift the registered to Navalur facility for operational convenience. Therefore, the Board of directors of the company in its meeting held on 8th August 2016 resolved that the registered office of the company is to be shifted to No.34, IT Highway, Navallur, Chennai-603 103 a place outside the local limits of the City, town or village where the company's registered office is presently situated but which is within the same State of Tamil Nadu.

Since the company's Software Development Centre, Administrative and Marketing Offices are already situated at Navalur, your Directors, for operational convenience have decided to shift the registered office.

The change of the Registered Office as aforesaid is in the best interests of the company, its shareholders and all concerned. The proposed change will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

The Board, therefore, recommends the proposed special resolution to the members of the company for their consideration and approval.

None of the directors of the company and Key Managerial Personnel are concerned or interested in the proposed resolution.

By order of the Board of Directors
Polaris Consulting & Services Limited
(formerly known as Polaris Financial Technology Limited)
Christina Pauline Beulah
Company Secretary & Compliance Officer

Place: Chennai
Date: 8th August 2016

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