

PCSL/SEC/2015-16

January 13, 2016

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.
2. The Bombay Stock Exchange Ltd.,  
1<sup>st</sup> Floor, New Trade Ring, Rotunda Building, PJ Towers,  
Dalal Street, Fort, Mumbai – 400 001.

Dear Sirs,

Sub: **Certificate of Reconciliation of Share Capital Audit Report under Regulation 55A of SEBI (Depositories and participants) Regulations, 1996**

We are enclosing herewith a certificate from Practicing Company Secretary Mr. Adit N Bhuvan, Practicing Company Secretary, Chennai dated 13/01/2016 pursuant to Regulation 55A of the SEBI (Depositories and participants) Regulations, 1996 for the quarter ended 31<sup>st</sup> December 2015.

We request you to take this on record.

Thanking you,

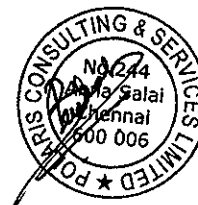
**For Polaris Consulting & Services Limited**

*(Formerly known as Polaris Financial Technology Limited)*

  
**Christina Pauline Beulah**

**Company Secretary and Compliance Officer**

Encl : As Above



**Polaris Consulting & Services Limited**

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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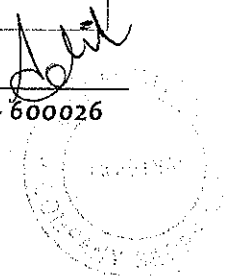
**CERTIFICATE ISSUED PURSUANT TO REGULATION 55A OF THE SEBI (DEPOSITORIES AND PARTICIPANTS) REGULATIONS, 1996 FOR THE QUARTER ENDED 31<sup>ST</sup> DECEMBER 2015**

|  |  |   |
|--|--|---|
| 1.   | FOR QUARTER ENDED  | 31 <sup>st</sup> December 2015  |
| 2.   | ISIN NUMBER  | INE763A01023  |
| 3.   | FACE VALUE   | Rs. 5   |
| <b>DETAILS OF THE COMPANY</b>                    |  |   |
| 4.   | NAME OF THE COMPANY  | <b>Polaris Consulting &amp; Services Limited (formerly known as Polaris Financial Technology Limited)</b> |
| 5.   | REGISTERED OFFICE ADDRESS  | Polaris House, No. 244/713, Anna Salai, Chennai - 600006  |
| 6.   | CORRESPONDENCE ADDRESS   | Polaris House, No. 244/713, Anna Salai, Chennai - 600006  |
| 7.   | TELEPHONE NUMBER   | 044 - 39873000  |
|  | FAX NUMBER   | -   |
| 8.   | E-MAIL ADDRESS   | shareholder.query@polarisFT.com   |
| 9.   | NAMES OF THE STOCK EXCHANGES WHERE THE COMPANY'S SECURITIES ARE LISTED | National Stock Exchange, Bombay Stock Exchange  |
| <b>DETAILS OF SHARE CAPITAL AS ON 31.12.2015</b> |  |   |
| 10.  | ISSUED CAPITAL   | 10,02,66,524 Equity shares  |
| 11.  | LISTED CAPITAL(Exchange Wise)  | 10,02,66,474 Equity shares  |

ADDRESS: No. No.4, Aishwarya, 12B/177, 6<sup>th</sup> Street, Kumaran Colony, Vadapalani, Chennai - 600026

Hand Phone: +91 9176666315

E Mail: adit@eshwars.com



| % OF TOTAL ISSUED CAPITAL  |                  |  |   |   |   |  |
|--|------------------|--|---|---|---|--|
| SHARES HELD IN DEMAT FORM  | NUMBER OF SHARES | % OF TOTAL NUMBER OF SHARES IN S. No.15  |   |   |   |  |
| 12. WITH CDSL  | 69,33,535        | 6.92   |   |   |   |  |
| 13. WITH NSDL  | 9,31,01,924      | 92.85  |   |   |   |  |
| 14. SHARES HELD IN PHYSICAL FORM   | 2,31,065         | 0.23   |   |   |   |  |
| 15. TOTAL NUMBER OF SHARES   | 10,02,66,524     | 100.00   |   |   |   |  |
| 16. REASONS FOR DIFFERENCES IF ANY   |                  |  |   |   |   |  |
| (a) BETWEEN (10 & 11)  |                  | 50 shares – 50 bonus shares under OCB category being kept in abeyance as per RBI directions. |   |   |   |  |
| (b) BETWEEN (10 & 15)  |                  | NA   |   |   |   |  |
| (c) BETWEEN (11 & 15)  |                  | 50 shares – 50 bonus shares under OCB category being kept in abeyance as per RBI directions. |   |   |   |  |
| 17. DETAILS OF CHANGES IN SHARE CAPITAL DURING THE QUARTER UNDER CONSIDERATION |                  |  |   |   |   |  |
| Particulars  | No. of Shares    | Applied/ Not Applied for listing (status as on 31.12.2015)                                   | Listed on Stock Exchanges (Specify Names) (status as on 31.12.2015) | Whether intimated to CDSL (status as on 31.12.2015) | Whether intimated to NSDL (status as on 31.12.2015) | In-principal approval pending for SE (Specify Names) (status as on 31.12.2015) |

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*Adit*



**Adit N Bhuva**

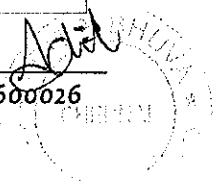
Practicing Company Secretary

|     |   |        |         |   |     |     |  |
|-----|---|--------|---------|---|-----|-----|--|
|     | ASOP 2003<br>ASOP 2011<br>Date of<br>Allotment:<br>29/10/2015                               | 18,700 | Applied | Yes (BSE,<br>NSE)   | Yes | Yes | In- Principal<br>Approval<br>not pending |
|     | ASOP 2003<br>ASOP 2011<br>Date of<br>Allotment:<br>21/12/2015                               | 18,400 | Applied | Yes. Listed<br>in BSE.<br>NSE has<br>intimated<br>vide their<br>letter dated<br>31 <sup>st</sup><br>December<br>2015 that<br>these<br>18,400<br>shares are<br>listed and<br>admitted to<br>dealings on<br>the<br>exchange<br>from 1 <sup>st</sup><br>January<br>2016. | Yes | Yes | In- Principal<br>Approval<br>not pending |
| 18. | REGISTER OF MEMBERS IS UPDATED<br>(YES/NO)  |        | YES     |   |     |     |  |
| 19. | IF NOT, UPTO WHICH DATE IT IS<br>UPDATED  |        | NA      |   |     |     |  |
| 20. | REFERENCE OF PREVIOUS<br>QUARTER WITH REGARDS TO<br>EXCESS DEMATERIALISED SHARES,<br>IF ANY |        | NIL     |   |     |     |  |
| 21. | HAS THE COMPANY RESOLVED THE<br>MATTER MENTIONED IN POINT NO.20                             |        | NA      |   |     |     |  |

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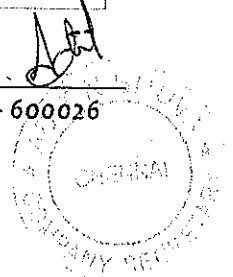
Practising Company Secretary

|     |  |  |                    |                  |                        |
|-----|--|--|--------------------|------------------|------------------------|
|     | ABOVE IN THE CURRENT QUARTER?<br>IF NOT, REASON WHY?   |  |                    |                  |                        |
| 22. | DETAILS OF REQUESTS CONFIRMED<br>AFTER 21 DAYS OF RECEIPT /<br>PENDING FOR MORE THAN 21 DAYS | TOTAL NO.<br>OF DEMAT<br>REQUESTS  | NO. OF<br>REQUESTS | NO. OF<br>SHARES | REASON<br>FOR<br>DELAY |
|     |  | Confirmed<br>after 21 days   | NIL                | NIL              | NIL                    |
|     |  | Pending for<br>more than<br>21days   | NIL                | NIL              | NIL                    |
| 23. | DETAILS OF COMPLIANCE OFFICER  |  |                    |                  |                        |
|     | NAME   | Ms. Christina Pauline Beulah   |                    |                  |                        |
|     | TELEPHONE NO.  | 044 -39873000  |                    |                  |                        |
|     | FAX NO.  | -  |                    |                  |                        |
| 24. | DETAILS OF THE AUDITOR   |  |                    |                  |                        |
|     | NAME   | Mr. Adit N Bhuva   |                    |                  |                        |
|     | ADDRESS  | No.4, Aishwarya, 12B/177, 6 <sup>th</sup> Street Kumaran<br>Colony, Vadapalani, Chennai - 600026 |                    |                  |                        |
|     | TELEPHONE NUMBER   | 044 - 42048335   |                    |                  |                        |
|     | FAX NUMBER   | -  |                    |                  |                        |
|     | REGISTRATION NUMBER  | ACS NO.29660   | CP NO.10999        |                  |                        |
| 25. | DETAILS OF COMMON AGENCY   |  |                    |                  |                        |

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**Adit N Bhuva**

*Practicing Company Secretary*

|                   |   |
|-------------------|---|
| NAME              | Karvy Computershare Private Limited   |
| ADDRESS           | "Karvy Selenium Tower – B", Plot No.31 & 32,<br>Gachibowli, Financial District, Nanakramguda,<br>Serilingampally, Hyderabad-500032. |
| ANY OTHER REMARKS | Nil   |

Place: Chennai

Date: 13<sup>th</sup> January 2016

*Adit*  
ADIT N BHUVA

ACS. No. 29660, C.P. NO. 10999

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