

PCSL/SEC/2017-18

April 6, 2018

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

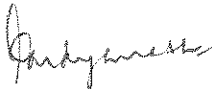
We are enclosing herewith a certificate from Practicing Company Secretary **Mr.K.J.Chandra Mouli, Partner, BP & Associates**, Practising Company Secretaries, Chennai dated 6th April 2018, pursuant to Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 for the quarter and year ended 31st March 2018.

We request you to take this on record.

Thanking you,

Yours sincerely

For Polaris Consulting & Services Limited



N.M.Vaidyanathan
Chief Financial Officer
Encl: as above





RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

(Details should be certified by the auditors)

- | | |
|---|--|
| 1 For Quarter Ended | 31-Mar-18 |
| 2 ISIN : | INE763A01023 |
| 3 Face Value: | Rs.5/- |
| 4 Name of the Company | POLARIS CONSULTING & SERVICES LIMITED |
| 5 Registered Office Address | No. 34, IT Highway, Navallur, Chennai - 600 130 |
| 6 Correspondence Address | Same as above |
| 7 Telephone & Fax Nos. | 044-39873000 & 044 - 2743 5128 |
| 8 Email address | companysecretary@virtusa.com |
| 9 Names of the Stock Exchanges where the company's securities are listed: | National Stock Exchange and Bombay Stock Exchange |

- 10 Issued Capital
- 11 Listed Capital NSE*
(as per company records) BSE
- 12 Held in dematerialised form in CDSL
- 13 Held in dematerialised form in NSDL
- 14 Physical
- 15 Total No.of shares(12+13+14)
- 16 Reasons for difference if any, between (10&11),(10&15),(11&15):

Number of shares	% of Total Issued Capital
102,941,129	100%
102,941,079	100%
102,941,129	100%
96,504,828	93.75%
6,314,752	6.13%
121,549	0.12%
102,941,129	100.00%

Reasons for Difference in Shares Listed in NSE:

*On August 13,2001 an Overseas Corporate Body was allotted 50 numbers of Equity Shares under Bonus Issue which was kept in abeyance pursuant to RBI Directions, hence the same was not listed. Subsequently, RBI has issued approval for these shares connected with Open Offer. These Shares were listed in BSE and the Company has initiated steps for getting these shares listed with NSE.

- 17 Certifying the details of change in share capital during the quarter under consideration as per Table below:

Particulars***	No.of shares	Applied /Not Applied for listing	Listed on Stock Exchanges(Specify Names)	Whether intimated to NSDL/CDSL	In-Prin.appr.pending for SE(Specify Names)
1. Allotment Date : 25/01/2018					
a. ESOP - ASOP 2003	64,500	Applied	BSE/NSE	Y	N.A.
b. ESOP - ASOP 2011	139,615	Applied	BSE/NSE	Y	N.A.
c. ESOP - ASOP 2015	59,400	Applied	BSE/NSE	Y	N.A.
2. Allotment Date : 07/03/2018					
a. ESOP - ASOP 2003	5,000	Applied	BSE/NSE	Y	N.A.
b. ESOP - ASOP 2011	4,870	Applied	BSE/NSE	Y	N.A.
c. ESOP - ASOP 2015	2,250	Applied	BSE/NSE	Y	N.A.
3. Allotment Date : 17/03/2018					
a. ESOP - ASOP 2003	3,000	Applied	BSE/NSE	Y	N.A.
b. ESOP - ASOP 2011	159,000	Applied	BSE/NSE	Y	N.A.
c. ESOP - ASOP 2015	2,700	Applied	BSE/NSE	Y	N.A.

***Rights, Bonus, Preferential issue, ESOPS, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other(to specify).

- 18 Register of Members is updated (Yes/No)

Yes
-

If not ,updated upto which date

- 19 Reference of previous quarter with regards to excess dematerialised shares, if any

Nil

- 20 Has the company resolved the matter mentioned in point no.19 above in the current quarter ?

If not ,reason why?

NA



21 Mentioned the total no.of requests, if any, confirmed after 21 days and the total no.of requests

Total No.of demat requests	No of requests	No of shares	Reasons for delay
Confirmed after 21 days	-	-	-
Pending for more than 21 days	-	-	-

22 Name,Telephone & Fax No.
of the Compliance Officer of the Co.

Ms. Christina Pauline Beulah
Phone : 044-3987 3000
Fax : 044-2743 5128

23 Name,Address,Tel& FaxNo.,Regn.No of the Auditor,
Practising Company Secretary

BP & Associates
Company Secretaries
New No.74(Old No.62), Akshaya
Flats, 12th Avenue, Ashok Nagar
Chennai-600 083
Phone : 044-42047894

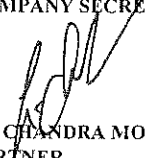
24 Appointment of common agency for share registry work

Karvy Computershare Private Limited
Karvy Selenium, Tower-B, Plot No.31 & 32, Financial
District
Nanakramguda, Serilingampally Mandal, Hyderabad -
500032
Ph:040-67161500/1800345001
FAX : 040-23001153/23420814
inward.ris@karvy.com
Not Applicable

25 Any other detail that the auditor may like to provide
(e.g.BIFR company,delisting from SE,company changed its
name etc.)

FOR BP & ASSOCIATES
COMPANY SECRETARIES

Place : Chennai
Date : 6th April 2018


K J CHANDRA MOULI
PARTNER
C.P.No: 15708/ M.No: 25315

