

PCSL/SEC/2017-18

July 3, 2017

The National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No.C/1, G Block  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051

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

Dear Sirs,


Sub : Report of Corporate Governance for the quarter ended June 30, 2017

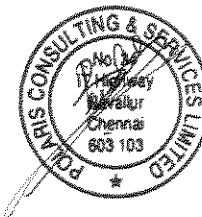
We are enclosing herewith the report on Corporate Governance for the quarter ended June 30, 2017 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Thanking you,

Your sincerely,  
**For Polaris Consulting & Services Limited**

  
**Christina Pauline Beulah**  
**Company Secretary & Compliance Officer**  
Encl: as above.



**Polaris Consulting & Services Limited**

Registered Office & Corporate Headquarters: No.34, IT Highway, Navallur, Chennai - 600 130, Tamilnadu India.  
Ph: +91-44-3987 3000 | Fax: +91-44-2743 5128

Sydney • Tokyo • Hong Kong • Singapore • Mumbai • Dubai • London • New York • Toronto • Switzerland

Polaris Consulting & Services Limited  
CIN : L65993TN1993PLC024142

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed entity **POLARIS CONSULTING & SERVICES LIMITED**  
2. Quarter ending **30th June 2017**

**I. Composition of Board of Directors**

| Title(Mr./Ms) | Name of the Director      | PAN        | DIN      | Category (Chairperson / Executive / Non-Executive/ Independent/ Nominee) | Date of Appointment in the current term/ cessation | Date of Cessation in the current term | Tenure* (in years) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of Memberships in Audit/Stakeholder Committee(s) including this listed entity(Ref Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity((Ref Regulation 26(1)of Listing regulations) |
|---------------|---------------------------|------------|----------|--------------------------------------------------------------------------|----------------------------------------------------|---------------------------------------|--------------------|--------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mr.           | Krishan Aruna Canekeratne | ZZZZ9999Z  | 01346527 | Chairperson                                                              | 4/3/2016                                           | -                                     | -                  | 1                                                                                                                  | -                                                                                                                                 | -                                                                                                                                                           |
| Mr.           | Jayaraman Ramachandran    | ABDPR5842F | 00004593 | Independent                                                              | 4/3/2016                                           | -                                     | 5                  | 5                                                                                                                  | 7                                                                                                                                 | 4                                                                                                                                                           |
| Mr.           | Sunil Bowry               | BKWPB4120P | 07425522 | Independent                                                              | 4/3/2016                                           | -                                     | 5                  | 1                                                                                                                  | 1                                                                                                                                 | -                                                                                                                                                           |
| Mr.           | Hari Raju Mahadevu        | ACQPM3933N | 03262516 | Independent                                                              | 4/3/2016                                           | -                                     | 5                  | 1                                                                                                                  | 1                                                                                                                                 | 1                                                                                                                                                           |
| Mr.           | Arvind Sharma             | APBPS3628C | 00012177 | Independent                                                              | 4/3/2016                                           | -                                     | 5                  | 2                                                                                                                  | -                                                                                                                                 | 1                                                                                                                                                           |
| Mrs.          | Rama Sivaraman            | ADXPR874ZA | 07425519 | Executive                                                                | 4/3/2016                                           | -                                     | -                  | 1                                                                                                                  | 1                                                                                                                                 | -                                                                                                                                                           |
| Mr.           | Anuranjan Krishan Kalia   | ZZZZ9999Z  | 07451682 | Non-Executive                                                            | 4/3/2016                                           | -                                     | -                  | 1                                                                                                                  | 1                                                                                                                                 | -                                                                                                                                                           |

\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of Directors means executive/non-executive/Independent/Nominee.If a Director fits into more than one category write all categories separating them with hyphen

\*Tenure of the Independent directors was approved through Postal Ballot and scrutIniser report dt.20/05/2016 was sent to Stock Exchange dated 20th May 2016

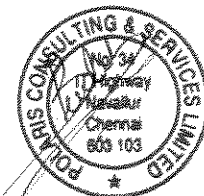
**II. Composition of Committees**

| Name of Committee                                | Name of committee members | Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee) |
|--------------------------------------------------|---------------------------|-------------------------------------------------------------------------|
| <b>1.Audit Committee</b>                         | Hari Raju Mahadevu        | Independent / Chairperson                                               |
|                                                  | Anuranjan Krishan Kalia   | Non Executive                                                           |
|                                                  | Sunil Bowry               | Independent                                                             |
| <b>2.Nomination &amp; Remuneration Committee</b> | Jayaraman Ramachandran    | Independent / Chairperson                                               |
|                                                  | Arvind Sharma             | Independent                                                             |
|                                                  | Anuranjan Krishan Kalia   | Non Executive                                                           |
|                                                  | Krishan Aruna Canekeratne | Non Executive                                                           |
| <b>3.Risk Management Committee</b>               | Hari Raju Mahadevu        | Independent / Chairperson                                               |
|                                                  | Sunil Bowry               | Independent                                                             |
|                                                  | Anuranjan Krishan Kalia   | Non Executive                                                           |
| <b>4.Stakeholders relationship committee</b>     | Arvind Sharma             | Independent / Chairperson                                               |
|                                                  | Hari Raju Mahadevu        | Independent                                                             |
|                                                  | Rama Sivaraman            | Executive                                                               |

&Category of Directors means executive/non-executive/Independent/nominee. If a director fits into more than one category,write all categories separating them with hyphen

**III.Meeting of Board of Directors**

| Date(s) of Meeting(If any) in the previous quarter | Date(s) of Meeting (if Any) in the relevant quarter | Maximum gap between any two consecutive(in number of days) |
|----------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------|
| 8th February 2017                                  | 28th April 2017<br>15th May 2017                    | 78                                                         |



**Polaris Consulting & Services Limited**

Registered Office & Corporate Headquarters: No.34, IT Highway, Navallur, Chennai - 600 130, Tamilnadu India.  
Ph: +91-44-3987 3000 | Fax: +91-44-2743 5128

Sydney • Tokyo • Hong Kong • Singapore • Mumbai • Dubai • London • New York • Toronto • Switzerland

#### IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|-------------------------------------------------------------|---------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------|
| <b>a) Audit Committee</b>                                   |                                             |                                                             |                                                                     |
| 28th April 2017                                             | Yes                                         | 3rd February 2017                                           | 83                                                                  |
| 15th May 2017                                               | Yes                                         | 8th February 2017                                           |                                                                     |
| <b>b) Stakeholders' Relationship Committee</b>              |                                             |                                                             |                                                                     |
| 28th April 2017                                             | Yes                                         | 8th February 2017                                           | 78                                                                  |
| <b>c) Nomination and Remuneration Committee</b>             |                                             |                                                             |                                                                     |
| 28th April 2017                                             | Yes                                         | 8th February 2017                                           | 78                                                                  |
| <b>d) Risk Management Committee</b>                         |                                             |                                                             |                                                                     |
| 28th April 2017                                             | Yes                                         | 3rd February 2017                                           | 83                                                                  |

\*This information has to be mandatorily be given for audit committee, for rest of the Committees giving this information is optional

| V. Related Party Transactions                                                                          |                              |
|--------------------------------------------------------------------------------------------------------|------------------------------|
| Subject                                                                                                | Compliance status(Yes/No/NA) |
| Whether prior approval of audit committee obtained                                                     | Yes                          |
| Whether shareholder approval obtained for material RPT                                                 | NO                           |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                          |

#### Note

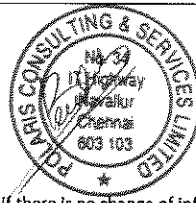
- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the Words "N.A" may be indicated.
- If status is "NO" details of non-Compliance may be given here.

#### VI. Affirmations

- The composition of Board of directors is in terms of SEBI(Listing obligations and disclosure requirements)Regulations,2015
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements)Regulations,2015
  - Audit Committee
  - Nomination&Remuneration Committee
  - Stakeholders relationship committee
  - Risk management committee(applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, roles and responsibilities as specified in SEBI(Listing Obligations and Disclosure Requirements)Regulations 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI(Listing obligations and disclosure requirements)Regulations,2015
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any Comments/ Observations/ Advice of Board of directors may be mentioned here:

Signature:

Name **Christina Pauline Beulah**  
 Designation **Company Secretary & Compliance Officer**  
 Date : **3-Jul-17**



Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial Year, this information may not be given by Listed entity and instead a statement "Same as previous quarter" may be given.