

PCSL/SEC/2017-18

October 6, 2017

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

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

Dear Sirs,

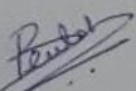
Sub : **Report of Corporate Governance for the quarter and half year ended September 30, 2017**

We are enclosing herewith the report on Corporate Governance for the quarter and half year ended September 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

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CIN No. L65993TN1993PLCO24142

CORPORATE GOVERNANCE REPORT

1. Name of Listed entity
2. Quarter ending

POLARIS CONSULTING & SERVICES LIMITED
30th September 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 Year s)	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	01946527	Chairperson	4/3/2016	-	-	1	-	-
Mr.	Jayaraman Ramachandran	ABDPR5542F	00004593	Independent	4/3/2016	-	5	5	4	2
Mr.	Sunil Bowry	BKWPB412DP	07425522	Independent	4/3/2016	-	5	1	1	-
Mr.	Hari Raju Mahadevu	ACQPM1933N	03262516	Independent	4/3/2016	-	5	1	1	1
Mr.	Arvind Sharma	APBPS3E2BC	00012177	Independent	4/3/2016	-	5	2	-	1
Mrs.	Rama Sivaraman	ADXPR8742A	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

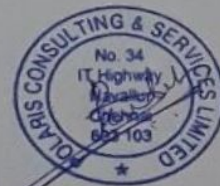
II. Composition of Committees

Name of Committee	Name of committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee	Hari Raju Mahadevu	Independent / Chairperson
	Anuranjan Krishan Kalia	Non Executive
	Sunil Bowry	Independent
2. Nomination & Remuneration Committee	Jayaraman Ramachandran	Independent / Chairperson
	Arvind Sharma	Independent
	Anuranjan Krishan Kalia	Non Executive
	Krishan Aruna Canekeratne	Non Executive
3. Risk Management Committee	Hari Raju Mahadevu	Independent / Chairperson
	Sunil Bowry	Independent
	Anuranjan Krishan Kalia	Non Executive
4. Stakeholders relationship committee	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)
28th April 2017	28th July 2017	73
15th May 2017	7th August 2017	





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*
a) Audit Committee			
28th July 2017	Yes	28th April 2017	73
7th August 2017	Yes	15th May 2017	
b) Stakeholders' Relationship Committee			
28th July 2017	Yes	28th April 2017	90
c) Nomination and Remuneration Committee			
28th July 2017	Yes	28th April 2017	90
d) Risk Management Committee			
28th July 2017	Yes	28th April 2017	90

*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

1. 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.
2. If status is "NO" details of non-Compliance may be given here.

VI. Affirmations

1. The composition of Board of directors is in terms of SEBI(Listing obligations and disclosure requirements)Regulations,2015
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements)Regulations,2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, roles and responsibilities as specified in SEBI(Listing Obligations and Disclosure Requirements)Regulations 2015.
4. 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
5. 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: 6-Oct-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.

Annexure III		
I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes


Note :

1. 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.

2. If status is "No" details of non-compliance may be given here

3. If the listed entity would like to provide any other information the same may be indicated here.

Name
Designation


CHRISTINA PAULINE BEULAH
Company Secretary

