

PCSL/SEC/2016-17

January 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 December 31, 2016**

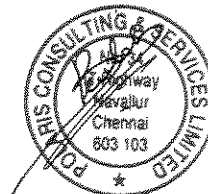
We are enclosing herewith the report on Corporate Governance for the quarter ended December 31, 2016 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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Polaris Consulting & Services Limited  
CIN : L65993TN1993PLC024142

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed entity **POLARIS CONSULTING & SERVICES LIMITED**  
2. Quarter ending **31st December 2016**

**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/ cession	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	ZZZZZ9999Z	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	ADXPR8742A	07425519	Executive	4/3/2016	-	-	1	1	-
Mr.	Anuranjan Krishan Kalia	ZZZZZ9999Z	07451682	Non-Executive	4/3/2016	-	-	1	1	-
Mr.	Jitin Goyal	AAKPG9250A	02851976	Executive	7/11/2014	9/11/2016	-	-	-	-

\$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

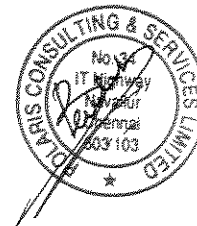
**II. Composition of Committees**

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
3.Risk Management Committee	Krishan Aruna Canekeratne	Non Executive
	Hari Raju Mahadevu	Independent / Chairperson
	Sunil Bowry	Independent
4.Stakeholders relationship committee	Anuranjan Krishan Kalia	Non Executive
	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 August 2016	25th October 2016	77
	9th November 2016	



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#### 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>			
25th October	Yes	22nd July 2016	77
9th November	Yes	8th August 2016	
<b>b) Stakeholders' Relationship Committee</b>			
25th October 2016	Yes	8th August 2016	77
<b>c) Nomination and Remuneration Committee</b>			
25th October 2016	Yes	8th August 2016	77
<b>d) Risk Management Committee</b>			
25th October 2016	Yes	-	-

\*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

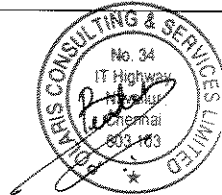
- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A..For example,if the Board has been composed in accordance with the requirements of Listing Regulations,"Yes" may be indicated.Similarly, in case the Listed entity has no related party transactions,the Words"N.A"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