

PCSL/SEC/2016-17

July 12, 2016

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 Practising Company Secretary Mr. S. Bhaskar, Partner, BP & Associates, Practising Company Secretaries, Chennai dated 12th July 2016, pursuant to Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended 30th June 2016.

We request you to take this on record.

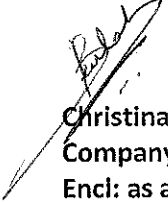
Thanking you,

Yours sincerely

For Polaris Consulting & Services Limited

(Formerly known as Polaris Financial Technology Ltd)




Christina Pauline Beulah
Company Secretary & 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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BP & ASSOCIATES
Company Secretaries

SECRETARIAL AUDIT REPORT WITH REGARD TO RECONCILIATION OF
SHARE CAPITAL AS ON 30/06/2016

We have examined the relevant books and records maintained by **M/S. POLARIS CONSULTING & SERVICES LIMITED** (*formerly known as POLARIS FINANCIAL TECHNOLOGY LIMITED*) having its registered Office at 244/713, Anna Salai, Chennai -600006 and maintained at the office of the Share Transfer Agents(RTA), **M/S.KARVY COMPUTERSHARE (P) LIMITED** for the purpose of reconciliation of the shares in dematerialized form with both the depositories National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and in physical form and the listed capital of the company and based on our examination and information furnished to us , which to the best of our Knowledge and belief were necessary for the purpose of our report, and we are enclosing our certificate herewith as an annexure.

Place: Chennai
Date: 12thJULY, 2016

**FOR BP & ASSOCIATES
COMPANY SECRETARIES**

**S.BHASKAR
PARTNER
C.P.No: 8315
M.No: 10798**





RECONCILIATION OF SHARE CAPITAL AUDIT REPORT
(Details should be certified by the auditors)

- | | |
|---|--|
| 1 For Quarter Ended | Thursday, June 30, 2016 |
| 2 ISIN : | INE763A01023 |
| 3 Face Value: | Rs.5/- |
| 4 Name of the Company | POLARIS CONSULTING & SERVICES LIMITED |
| 5 Registered Office Address | 244/713, ANNA SALAI, CHENNAI - 600006 |
| 6 Correspondence Address | As above |
| 7 Telephone & Fax Nos. | 044-39874000/28524154 & 044 - 28523280 |
| 8 Email address | company.secretary@polarisft.com |
| 9 Names of the Stock Exchanges where the company's securities are listed: | Bombay Stock Exchange/National Stock Exchange |

- 10 Issued Capital
- 11 Listed Capital
(as per company records)
- 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
101,530,134	100%
101,530,084*	100%
82,268,313	81.03
19,056,062	18.77
205,759	0.20
101,530,134	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.

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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.pendin g for SE(Specify Names)
1. Allotment Date 26.4.16					
a. ESOP - ASOP 2003	20,600	Applied	BSE/NSE	Y	N.A.
b. ESOP - ASOP 2011	45,700	Applied	BSE/NSE	Y	N.A.
2. Allotment Date 23.5.16					
a. ESOP - ASOP 2003	600	Applied	BSE/NSE	Y	N.A.
b. ESOP - ASOP 2011	53,030	Applied	BSE/NSE	Y	N.A.
c. ESOP -ASOP 2015	750	Applied	BSE/NSE	Y	N.A.
3.Allotment Date 21.6.16					
a. ESOP - ASOP 2003	8,000	Applied	BSE/NSE	Y	N.A.
b. ESOP - ASOP 2011	33,830	Applied	BSE/NSE	Y	N.A.
c. ESOP -ASOP 2015	750	Applied	BSE/NSE	Y	N.A.

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

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

If not, updated upto which date

Yes
-

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

Nil
NA

- 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 : 044-39874000 / 28524154,
Fax : 044-28523280,

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
cinward.ris@karvy.com

25 Any other detail that the auditor may like to provide

Not Applicable

(e.g.BIFR company,delisting from SE,company changed its name etc.)

**FOR BP & ASSOCIATES
COMPANY SECRETARIES**

**S.BHASKAR
PARTNER**

C.P.No: 8315/ M.No:10798

Place : Chennai

Date : 12th July 2016

