

PCSL/SEC/2017-18

April 13, 2017

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

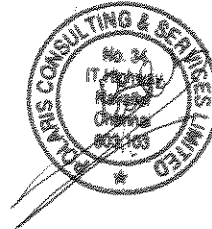
We are enclosing herewith a certificate from Practising Company Secretary **Mr. C. Prabhakar, Partner, BP & Associates**, Practising Company Secretaries, Chennai dated 13th April 2017, pursuant to Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 for the quarter ended 31st March 2017.

We request you to take this on record.

Thanking you,

Yours 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



BP & ASSOCIATES
Company Secretaries

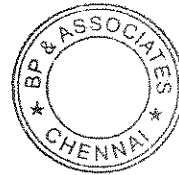
SECRETARIAL AUDIT REPORT WITH REGARD TO RECONCILIATION OF
SHARE CAPITAL AS ON 31/03/2017

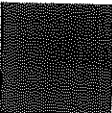
We have examined the relevant books and records maintained by **M/S. POLARIS CONSULTING & SERVICES LIMITED** having its registered Office at No. 34, IT Highway, Navallur, Chennai - 600130 and maintained at the office of the Share Transfer Agent (RTA), **M/S. KARVY COMPUTERSHARE (P) LIMITED** for the 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: 13th April 2017

FOR BP & ASSOCIATES
COMPANY SECRETARIES

C.PRABHAKAR
PARTNER
C.P.No: 11033
M.No: 30433



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E : secretarial@bpcorpadvisors.com
W : www.bpcorpadvisors.com

New No. 74, (Old No.62), Third Floor,
Akshaya Flats, 12th Avenue,
Ashok Nagar, Chennai-83.



BP & ASSOCIATES
Company Secretaries

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

- 1 For Quarter Ended 31-Mar-17
 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, Navalur, Chennai - 600 130
 6 Correspondence Address Same as above
 7 Telephone & Fax Nos. 044-39873000 & 044 - 2743 5128
 8 Email address companysecretary@virtusapolaris.com
 9 Names of the Stock Exchanges where the company's securities are listed: National Stock Exchange and Bombay Stock Exchange

	Number of shares	% of Total Issued Capital
10 Issued Capital	102,120,754	100%
11 Listed Capital	102120704*	100%
(as per company records)		
	102,120,754	100%
12 Held in dematerialised form in CDSL	79,820,281	78.16%
13 Held in dematerialised form in NSDL	22,134,260	21.68%
14 Physical	166,213	0.16%
15 Total No. of shares (12+13+14)	102,120,754	100.00%

16 Reasons for difference if any, between (10&11),(10&15),(11&15):

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.app: pending for SE(Specify Names)
1. Allotment Date 24.01.2017					
a. ESOP - ASOP 2011	1,350	Applied	BSE/NSE	Y	N.A.
2. Allotment Date 16.02.2017					
a. ESOP - ASOP 2011	15,390	Applied	BSE/NSE	Y	N.A.
b. ESOP - ASOP 2003	1,500	Applied	BSE/NSE	Y	N.A.
3. Allotment Date 16.03.2017					
a. ESOP - ASOP 2011	510,150	Applied	BSE/NSE	Y	N.A.

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

- 18 Register of Members is updated (Yes/No) Yes No
 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? NA
 If not, reason why? _____





BP & ASSOCIATES
Company Secretaries

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
einward.is@karvy.com
Not Applicable

25 Any other detail that the auditor may like to provide

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

**FOR BP & ASSOCIATES
COMPANY SECRETARIES**

**C.PRABHAKAR
PARTNER
C.P.No: 11033/ M.No:30433**

Place : Chennai
Date : 13th April 2017



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