

PCSL/SEC/2016-17

January 4, 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.

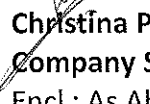
Dear Sirs,

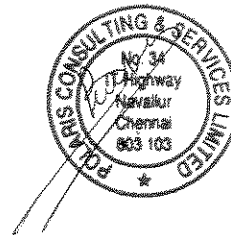
Sub: **Certificate of Reconciliation of Share Capital Audit Report under Regulation 55A of SEBI (Depositories and participants) Regulations, 1996**

We are enclosing herewith a certificate from Practicing Company Secretary Mr. Prabhakar C, Practicing Company Secretary, Chennai dated 4/01/2017 pursuant to Regulation 55A of the SEBI (Depositories and participants) Regulations, 1996 for the quarter ended 31st December 2016.

We request you to take this on record.

Thanking you,
For Polaris Consulting & Services Limited


Christina Pauline Beulah
Company Secretary and Compliance Officer
Encl : As Above



Polaris Consulting & Services Limited

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

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BP & ASSOCIATES
Company Secretaries

SECRETARIAL AUDIT REPORT WITH REGARD TO RECONCILIATION OF

SHARE CAPITAL AS ON 31/12/2016

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: 4th January 2017

**FOR BP & ASSOCIATES
COMPANY SECRETARIES**

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





BP & ASSOCIATES
Company Secretaries

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

- | | |
|---|---|
| 1 For Quarter Ended | 31-Dec-16 |
| 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, Navallur, 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 |

- | | |
|--|-----|
| 10 Issued Capital | |
| 11 Listed Capital | NSE |
| (as per company records) | BSE |
| 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
10,15,92,364	100%
101,592,314*	100%
10,15,92,364	100%
7,94,47,387	78.20%
2,19,57,664	21.61%
1,87,313	0.18%
10,15,92,364	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.pending for SE(Specify Names)
1. Allotment Date 25.10.16					
a. ESOP - ASOP 2015	1,250	Applied	BSE/NSE	Y	N.A.
2. Allotment Date 17.11.16					
b. ESOP - ASOP 2011	900	Applied	BSE/NSE	Y	N.A.
3. Allotment Date 26.12.16					
b. ESOP - ASOP 2011	9,550	Applied	BSE/NSE	Y	N.A.

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

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

Yes
-

If not updated upto which date

- 19 Reference of previous quarter with regards to excess 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?





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

Kavy Computershare Private Limited
Kavy Selenium, Tower-B, Plot No.31 & 32,
Financial District
Nanakramguda, Serilingampally Mandal, Hyderabad -
500032
Ph:040-67161500/1800345001
FAX : 040-23001153/23420814
cinward.ris@kavy.com
Not Applicable

25 Any other detail that the auditor may like to provide

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

FOR BP & ASSOCIATES
COMPANY SECRETARIES



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

Place : Chennai
Date : 4th January 2017