

PCSL/SEC/2017-18

July 7, 2017

1. The National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051.
2. The Bombay Stock Exchange Ltd.,  
1<sup>st</sup> 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 6/7/2017 pursuant to Regulation 55A of the SEBI (Depositories and participants) Regulations, 1996 for the quarter ended 30<sup>th</sup> June 2017.

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, Navallur, Chennai - 600 130, Tamilnadu India.  
Ph: +91-44-3987 3000 | Fax: +91-44-2743 5128

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**BP & ASSOCIATES**  
Company Secretaries

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

(Details should be certified by the auditors)

- |   |   |
|---|---|
| 1 For Quarter Ended   | 30-Jun-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 |

- |  |      |
|--|------|
| 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
102,210,634	100%
102,210,584	100%
102,210,634	100%
79,192,610	77.48%
22,852,561	22.36%
165,463	0.16%
102,210,634	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.

- 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 19.04.2017					
a. ESOP - ASOP 2003	3,000	Applied	BSE/NSE	Y	N.A.
a. ESOP - ASOP 2011	17,000	Applied	BSE/NSE	Y	N.A.
2. Allotment Date 17.05.2017					
a. ESOP - ASOP 2003	3,000	Applied	BSE/NSE	Y	N.A.
b. ESOP - ASOP 2011	40,580	Applied	BSE/NSE	Y	N.A.
c. ESOP - ASOP 2015	600	Applied	BSE/NSE	Y	N.A.
3. Allotment Date 16.06.2017					
a. ESOP - ASOP 2003	13,800	Applied	BSE/NSE	Y	N.A.
a. ESOP - ASOP 2011	11,900	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)

If not, updated upto which date

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

Nil
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- 20 Has the company resolved the matter mentioned in point no.19 above in the current quarter? If not, reason why?

NA
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**BP & ASSOCIATES**  
Company Secretaries

21 Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of

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 & Fax No., 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  
[enward.ris@karvy.com](mailto:enward.ris@karvy.com)  
Not Applicable

25 Any other detail that the auditor may like to provide (e.g. BIFR company, delisting 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 : 6th July 2017

