

## POLARIS SOFTWARE LAB LIMITED

Registered Office: Polaris House, No.244, Anna Salai, Chennai - 600 006  
Phone: 044 - 3987 4000, Fax: 044 - 2852 3280, Website: www.polaris.co.in

### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON THURSDAY THE JULY 16, 2009 AT 3.30 P.M. AT MUSIC ACADEMY MINI HALL, NO.168, TTK ROAD, CHENNAI 600 014 TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2009 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors' and the Auditors' thereon.
2. To declare a dividend
3. To appoint a Director in the place of Mr.R.C.Bhargava, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in the place of Mr.Abhay Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in the place of Mr.Raju Venkatraman, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration. M/s.S.R.Batlboi & Associates, Chartered Accountants, the retiring auditors, are eligible for re-appointment.

#### **Special Business**

7. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

“Resolved that Mr.Arup Gupta, who was appointed as an Additional Director under Section 260 of the Companies Act, 1956 on July 17, 2008 and who shall hold office up to the date of the Sixteenth Annual General Meeting and in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

8. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION**

“**Resolved that** pursuant to the provisions of Sections 314(1), 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to Mr.Vinay Garg, a relative of Mr.Arun Jain, Chairman and Managing Director of the Company, to hold an office or place of profit as Financial Controller of the Company in US, for a further period of three years commencing from February 20, 2010 or from such date as the Central Government may approve, on the following terms and conditions:

- 1) Salary: upto US\$ 190,000/- per annum, with a provision for increase in salary of not more than 25% per annum over the previous year.
- 2) Annual bonus: not exceeding US\$ 20,000/-
- 3) Perquisites and Allowances: (a) Medical and accident insurance premium as per company rules. (b) Provision of car on lease. (c) Leave in accordance with the leave rules of the Company from time to time.

**9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION**

“Resolved that pursuant to the provisions of Sections 314(1), 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to Ms.Ruchira Gupta, a relative of Mr.Satya Pal, Director of the Company, to hold an office or place of profit as Assistant Manager - MIS of the Company in US, for a further period of three years commencing from 20<sup>th</sup> February, 2010 or from such date as the Central Government may approve, on the following terms and conditions:

- 1) Salary: upto US\$ 66,000/- per annum, with a provision for increase in salary of not more than 10% per annum over the previous year.
- 2) Perquisites and Allowances:
  - a. Medical and accident insurance premium as per company rules.
  - b. Leave in accordance with the leave rules of the Company from time to time.

**By Order of the Board  
For Polaris Software Lab Limited**

**Place: Chennai  
Date: April 20, 2009**

**B.Muthusubramanian  
Company Secretary**

**NOTES:**

1. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.** Voting is by show of hands unless a poll is demanded by a member or members present in person, or by proxy, holding atleast one-tenth of the total shares entitled to vote on the resolution or by those holding paid-up capital of atleast Rs.50,000/-. A proxy shall not vote except on a poll. Proxies in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the meeting.
2. Member/Proxy holder must bring the attendance slip to the meeting and hand it over at the entrance duly signed.
3. The Register of Members and Share Transfer Books of the Company will be closed from July 11, 2009 to July 16, 2009 (both days inclusive).
4. The Register of Directors' Shareholding, maintained under Section 307 of the Companies Act, 1956 (Act) will be available for inspection by the members at the AGM.
5. The Register of Contracts, maintained under Section 301 of the Act will be available for inspection by the members at the Registered Office of the Company.
6. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (D.P.) Id. Number on all correspondence with the Company. The change of address, bank details, ECS details (if any), should be lodged with M/s.Karvy Computershare Private Ltd, Hyderabad or else Members holding shares in DEMAT form are requested to intimate the same to the Depository Participants.
7. The Company is extending the Electronic Clearing Service (ECS) facility to the shareholders, which will enable them to receive dividend through electronic mode. Under ECS arrangement, the dividend amount will be directly credited to the bank account of the shareholder.

8. Members who are holding physical shares in more than one folio are requested to intimate to the Company/Registrar & Share Transfer Agents the details of all their folio numbers for consolidation into a single folio.
9. Shareholders holding the requisite number of shares / voting power and who wish to demand a poll on any of the items mentioned in the notice, are requested to inform the Company at least 48 hours in advance, of their intention to do so, to enable the Company to make appropriate arrangements for the conduct of poll and avoid inconvenience to the members at the time of the meeting.
10. Dividend for the Financial Year ended March 31, 2002, which remains unclaimed, will be due for transfer to the Investor Education Protection Fund of the Central Government ('IEPF') later this year, pursuant to the provisions of Section 205A of the Companies Act, 1956. Members who have not encashed their dividend warrants for the F.Y. ended March 31, 2002 or any subsequent financial year(s), are requested to correspond with M/s.Karvy Computershare Private Limited, Hyderabad. Members are advised that in terms of the provisions of Section 205C of the Companies Act, 1956, once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof.
11. This notice for the 16<sup>th</sup> Annual General Meeting is attached hereto with the Annual Report for the financial year 2008-09.
12. Shareholders holding shares in physical form are requested to intimate the Income Tax Permanent Account Number (PAN), which is mandatory for transfer of shares. A letter along with Business Reply envelope is attached for disclosing the PAN number, Bank details for Electronic clearance towards payment of dividend and the Email ID for communication. Shareholders are requested to furnish the requisite information.

**EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956 (herein after referred to as 'Act')**

**Item No.7**

**Profile of Mr.Arup Gupta**

Father's name : Mr. Anil Kumar Gupta  
 Address : C-101, Atrium No.20, Kalakshetra Road Thiruvanmiyur,  
 Chennai - 600041  
 Date of birth : September 10, 1954  
 Nationality : Indian  
 Occupation : Executive  
 Date of Appt. : July 17, 2008

The Board of Directors of the Company has appointed Mr.Arup Gupta as an Additional Director w.e.f. July 17, 2008, under Section 260 of the Act and to hold office until the next AGM of the Company.

The Company has received a notice in writing from a member proposing the candidature of Mr.Arup Gupta as a Director liable to retire by rotation in terms of Section 257 of the Act. Mr.Arup Gupta's expertise, directorship and shareholding details are provided in the Corporate Governance Report which forms part of the Annual Report 2008-09.

None of the directors except Mr.Arup Gupta is interested in the resolution.

**Item No.8**

**Profile of Mr.Vinay Garg**

Father's Name : Mr M L Garg  
 Date of Birth : February 27, 1956

Mr.Vinay Garg is qualified with MBA from Pace University, New York and he was employed at Jefferson Screw and Bolt Industries Inc, New Jersey as an Asst. Controller from 1978-83, thereafter at M/s. M Eagles Tool Warehouse Inc, New Jersey as an Asst. Controller from 1983.

He joined Polaris Software Lab India Ltd, Iselin, New Jersey in June 2001 as Financial Controller and was made responsible for the complete supervision of Accounts & Finance operations of the Company in US. Since, he is a relative of Mr.Arun Jain, Chairman and Managing Director of the Company and his remuneration was exceeding the limits prescribed under Section 314 of the Act, his re-appointment was made for a period of three years up to February 19, 2010 with prior approval of the shareholders at the AGM held on August 18, 2006 and from the Ministry of Company Affairs, Government of India (GOI), vide letter no.12/166-235/2006-CL.VII dated 20.02.2007. Presently, Mr.Vinay Garg is drawing a salary of USD 174,250 per annum and an annual bonus of USD 20,000 apart from other permissible perquisites. The Company has obtained requisite prior approvals from the Shareholders and Government of India for his prior period appointments.

Mr.Vinay Garg with his vast experience, has understood the business nuances of the Company and set the process, systems and procedures in place and established control over the business in that region. His scope of work covers complete control over the financial transactions of the Company in US, more specifically banking, treasury, accounting, MIS, tax and legal compliances. In addition, he is also in charge of the back office support for sales and marketing.

In the light of explanations and justifications given above, it is proposed to re-appoint Mr.Vinay Garg as the Financial Controller of the Company in US for a further period of 3 years commencing from February 20, 2010. The proposed remuneration to Mr.Vinay Garg is commensurate with his experience and is in line with the industry standards prevalent in US. The Board recommends this resolution.

This resolution is required to be passed as a Special Resolution, pursuant to the provisions of Section 314 of the Act, and shall be subject to prior approval of Ministry of Corporate Affairs, Government of India and shall take effect from such date as may be approved.

None of the Directors except Mr.Arun Jain, Chairman & Managing Director who is a relative of Mr.Vinay Garg, is interested and restrained himself in participating in the discussion while the board recommends this resolution.

#### **Item No.9**

##### **Profile of Ms.Ruchira Gupta**

Father's Name : Mr.Satya Pal

Date of Birth : April 13, 1962

Ms.Ruchira Gupta is qualified with MS (Computer Science) Post Graduate Degree, from Bradley University, Peoria, USA. She worked with Sprint International Restor, VA as Network Designer during 1988 to 1990 and Seta Corporation, McLean, VA as Systems Analyst during 1990 to 1995. In Polaris, she has been designated as Assistant Manager – MIS and is responsible for assisting the Spro Administration Manager in Citigroup time sheet recording and billing activities. Her responsibilities include using Microsoft Excel and the Spro system to generate various MIS and reconciliation reports. Presently she is working as an Assistant Manger – MIS in Polaris Software Lab India Ltd, in US and has seven years of experience in the area of communication network design, configuration, software engineering & database management and she was found competent to hold the said position in the Company.

Since, she is a relative of Mr.Satya pal, Director and her remuneration was exceeding the limits prescribed under Section 314 of the Act, her reappointment was made for a period of three years up to February 19, 2010 with the prior approval of the shareholders at the AGM held on August 18, 2006 and from the Ministry of Company Affairs, Government of India, vide letter no.12/166-235/2006-CL.VII dated 20.02.2007. Presently, she is drawing a salary of USD 57,600 plus other permissible perquisites.

In the light of explanations and justifications given above, it is proposed to re-appoint Ms.Ruchira Gupta, as Assistant Manager (MIS) of the Company in US for a further period of 3 years commencing from February 20, 2010. The proposed remuneration to Ms.Ruchira Gupta is commensurate with her experience and is in line with the industry standards prevalent in US. The Board recommends this resolution.

This resolution is required to be passed as a Special Resolution, pursuant to the provisions of Section 314 of the Act, and shall be subject to **prior** approval of Ministry of Corporate Affairs, Government of India and shall take effect from such date as may be approved.

None of the Directors except Mr.Satya Pal, Director of the Company who is a relative of Ms.Ruchira Gupta, is interested in this resolution and further restrained himself in participating in the discussion while the board recommends this resolution.

**ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING TO BE HELD ON JULY 16, 2009.**

Name	Mr. RCBhargava	Mr.Abhay Agarwal	Mr.Raju Venkatraman
Father's name	Mr. M P Bhargava	Mr.M.C.Agarwal	Mr.S.V.Raman
Address	220, Sector 15A, Noida 201 301	A 506, Gitanjali Apartment, Delhi, 110092	Old No.46, New No.79, Kasturi Avenue MRC Nagar, R A Puram, Chennai, 600028
Date of birth	July 30, 1934	April 07, 1961	August 21, 1958
Nationality	Indian	Indian	American
Occupation	Management Consultant	Practising Chartered Accountant	Executive
Date of Appt.	March 30,1999	May 12,1995	December 30, 2005

The Profile and attendance records of the directors seeking re-appointment are furnished in the Corporate Governance Report which forms part of the Annual Report 2008-09.

**By Order of the Board  
For Polaris Software Lab Limited**

**Place: Chennai  
Date: April 20, 2009**

**B.Muthusubramanian  
Company Secretary**

**POLARIS SOFTWARE LAB LIMITED**

Regd. Office: Polaris House, 244, Anna Salai, Chennai - 600 006

16<sup>th</sup> Annual General Meeting to be held on Thursday the July 16, 2009 at 3.30 P.M. at Music Academy - Mini Hall, TTK Road, Alwarpet, Chennai 600 014

**ATTENDANCE SLIP**

Registered Folio No : .....(or)

Demat Account No. ....D.P.Id.No.....

Name of Shareholder(s) .....

I/We certify that I am/We are Member/s/Proxy of the Member/s of the Company holding ..... Shares.

.....  
*Signature of Member/s/Proxy*

- ◆ A member or his duly appointed Proxy wishing to attend the meeting must complete this Admission Slip and hand it over at the entrance.
- ◆ Name of the Proxy in Block letters ..... (in case a Proxy attends the meeting)
- ◆ Those who hold shares in demat form to quote their Demat Account No. and Depository Participant (D.P.) Id. No.



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16<sup>th</sup> Annual General Meeting to be held on Thursday the July 16, 2009 at 3.30 P.M. at Music Academy - Mini Hall, TTK Road, Alwarpet Chennai 600 014

**PROXY FORM**

I / We ..... of ..... being a Member/ Members of Polaris Software Lab Limited hereby appoint ..... of ..... or failing him / her ..... of ..... as my / our Proxy to attend and vote for me / us on my / our behalf at the Sixteenth Annual General Meeting of the Company to be held on Thursday the July 16, 2009 at 3.30 P.M. at Music Academy, Mini Hall, T.T.K Road, Alwarpet Chennai 600 014 and at any adjournment thereof.

In witness whereof

I/We have signed on this ..... day of ..... 2009.

Registered Folio No. : .....(or)

Demat Account No. ....D.P.Id.No.....

Affix  
Re.one  
Revenue  
Stamp

- ◆ The Proxy form should be signed by the member across the stamp.
- ◆ A member intending to appoint a Proxy should complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the meeting.
- ◆ Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) Id. No.

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