

PCSL/SEC/2016-17

November 10<sup>th</sup> 2016

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: Results of the Postal Ballot pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015  
Ref: ISIN INE763A1023

This is with further reference to our letter dated 30<sup>th</sup> September 2016 enclosing the Notice along with Explanatory statement for seeking the consent of shareholders by Special Resolution vide postal Ballot in respect of the shifting of Registered Office of the company from “244 /713, Anna Salai, Chennai 600 006 to “No.34, IT Highway, Navallur, Chennai- 603 103.

S. No.	Particular	Remarks
A	Period of Postal Ballot	10 <sup>th</sup> October 2016 to 8 <sup>th</sup> November 2016
B	Record Date	16 <sup>th</sup> September 2016

The special resolution set out in the Notice of the Postal Ballot dated 8<sup>th</sup> August 2016 requires more than three-fourths of the number of votes to be cast in favour of the Resolution in order to pass the Resolution.


In connection with the above and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 we would like to inform you that the resolution mentioned in the aforesaid notice were passed by the Shareholders by the requisite

Attached are the voting Results of the said Postal Ballot along with the scrutinizer report.

We request you to kindly take the above information on record and ensure compliance.

Thanking You,

Yours sincerely,  
For Polaris Consulting & Services Limited

  
**Christina Pauline Beulah**  
Company Secretary and 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

Sydney • Tokyo • Hong Kong • Singapore • Mumbai • Dubai • London • New York • Toronto

Company Name		POLARIS CONSULTING & SERVICES LIMITED													
Date of the AGM/EGM		NA - Postal Ballot													
Total number of shareholders on record date		41009													
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:															
Public:															
No. of Shareholders attended the meeting through Video															
Promoters and Promoter Group:		0													
Public:		0													
SPECIAL - SHIFTING OF REGISTERED OFFICE															
Resolution required: (Ordinary/ Special)		SPECIAL - SHIFTING OF REGISTERED OFFICE													
Whether promoter/ promoter group are interested in the agenda/resolution?		NO													
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100							
Promoter and Promoter Group	E-Voting		79,853,069.00	100.00	79,853,069.00	-	100.00	-							
	Poll	79,853,069	-	-	-	-	-	-							
Public- Institutions	Postal Ballot (if applicable)		8,001,894.00	74.53	8,001,894.00	-	100.00	-							
	E-Voting	10,736,010	-	-	-	-	-	-							
Public- Non Institutions	Poll		3,025.00	0.03	2,150.00	875.00	71.07	28.93							
	Postal Ballot (if applicable)	10,980,535	16,327.00	0.15	12,306.00	4,021.00	75.37	24.63							
									88.59	87,853,069.00	896.00	99.99	0.01		

**FORM No. MGT-13**  
**Report of Scrutinizer**

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]*

To

The Chairman  
Polaris Consulting & Services Limited  
244/713, Anna Salai,  
Chennai -600006

Dear Sir,

I, Jayanth Viswanathan, Partner, RBJV & Associates, Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. Polaris Consulting & Services Limited (the Company) for the purpose of scrutinizing the votes cast through postal ballot, in respect of the resolutions given in the notice dated 08<sup>th</sup> August 2016, hereby submit my report as under:

- i. Pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as Act) and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended upto date, the postal ballot notices including statement under Section 102 of the Act, were sent to all those whose names were mentioned in the register of members of the company as on 16<sup>th</sup> September 2016 (cut-off date), by electronic means to the members who have registered their email ID and to the other shareholders by courier, along with Postal Ballot Forms by 29<sup>th</sup> September 2016. Postal Ballot Notice was also placed on the website of the company. The members of the company were given an option to vote electronically on e-voting platform, provided by Karvy Computershare Private Limited (Karvy).
- ii. The e-voting period commenced on 10<sup>th</sup> October 2016 at 9.00 AM and ended on 08<sup>th</sup> November 2016 at 5.00 PM.
- iii. The company received votes through E-Voting and postal ballot forms.
- iv. The sealed prepaid postage envelopes received were opened in my presence along with two witnesses who were not employees of the company, and poll papers were diligently scrutinized on 09<sup>th</sup> November 2016. The poll papers were reconciled with the records maintained by the company, through Registrar and Transfer Agent and authorizations lodged with the company.

For RBJV & ASSOCIATES

  
Partner

- v. The list of shareholders who cast their votes through remote e-voting was unblocked in the presence of two witnesses on 09<sup>th</sup> November 2016 at 12.30 PM.
- vi. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The result of the E-Voting together with voting through Postal Ballot is as under:

**Resolution: Item No 1:** Change of Registered office of the company from "244/713, Anna Salai, Chennai 600006 to "No. 34, IT Highway, Navallur, Chennai 603 103"

**Type of Resolution:** Special Resolution

- (i) Voted **in favour** of the resolution:

Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-Voting	94	87857113	99.99
Postal Ballot	62	12306	75.37

- (ii) Voted **against** the resolution

Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-Voting	2	875	0.001
Postal Ballot	4	4021	24.63

For RBJV & ASSOCIATES

*V. Jayanth*  
Partner



(iii) **Invalid/Abstained Votes**

Postal Ballot Voting	Total number of members whose votes were declared invalid/abstained from voting	Total number of votes cast by them
E-Voting	1	242620
Postal Ballot	16	2321

**The above resolution was passed as a Special Resolution with Requisite Majority.**

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" the resolution and those who have "ABSTAINED" to vote and "INVALID" votes is enclosed.

All the poll papers, electronic data and relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,  
For RBJV & Associates

Jayanth Viswanathan  
Partner  
Membership No. FCS 7968 CP 14642

Place: Chennai

Dated: 10<sup>th</sup> November 2016

Witnesses

1. Mr. R.Mohan  
Chartered Accountant

R. Mohan  
10/10/2016

2. Mr. M.Srinivasan  
Chartered Accountant

M. Srinivasan  
10/11/2016

**Countersigned by:**  
**For Polaris Consulting & Services Limited**

**FOR POLARIS CONSULTING & SERVICES LIMITED**

Ram Swamy  
→ Director