

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.  
Scrip code - POLARIS
2. **The Bombay Stock Exchange Ltd.**  
1<sup>st</sup> Floor, New Trade Ring, Rotunda Building, PJ Towers,  
Dalal Street, Fort, Mumbai – 400 001.  
Scrip code - 532254

Dear Sirs,

Ref ISIN: INE763A01023

Re: Results of the Postal Ballot pursuant to Clause 35A

This is with further reference to our letter dated 24<sup>th</sup> September 2015 enclosing the Notice along with Explanatory Statement for seeking the consent of Shareholders by Ordinary/Special Resolution vide a Postal Ballot for the following items:-

1. Appointment of Dr. Theodore Roosevelt Malloch Jr. (Non-executive Director of the Company) to an office or place of profit under the Company and/or its Subsidiaries and/or its Associate Companies – **ORDINARY RESOLUTION**
2. Appointment of Mr. Jonathan Eric Beyman (Non-executive Director of the Company) to an office or place of profit under the Company and/or its Subsidiaries and/or its Associate Companies – **ORDINARY RESOLUTION**
3. To amend the Associate Stock Option Plan 2011 ("ASOP 2011") – to incorporate the changes pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**New Regulation**") – **SPECIAL RESOLUTION**
4. To amend the Associate Stock Option Plan 2015 ("ASOP 2015") – to incorporate the changes pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**New Regulation**") – **SPECIAL RESOLUTION**


S.No.	Description	
A	Period of Postal Ballot	<b>24<sup>th</sup> September 2015 to 23<sup>rd</sup> October 2015</b>
B	Record Date	<b>4<sup>th</sup> September 2015</b>

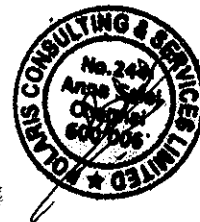
The two special resolutions (Item No. 3 and 4) set out in the Notice of the Postal Ballot dated 16<sup>th</sup> September 2015 require more than three-fourths of the number of votes to be cast in favour of each of the Resolutions in order to pass the Resolutions.

In connection with the above and pursuant to clause 35A of the Listing Agreement, we would like to inform you that Resolutions No. 1, 2, 3 and 4 mentioned in the aforesaid Notice were passed by the Shareholders by the requisite majority.

Attached are the voting Results of the said Postal Ballot. Kindly take the above information on record.

Thanking you,  
**For Polaris Consulting & Services Limited**  
(Formerly known as Polaris Financial Technology Limited)

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



**Polaris Consulting & Services Limited**

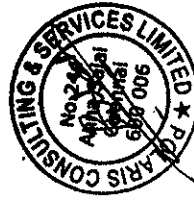
Registered Office: Polaris House, 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-3987 4000, 3984 3400 | Fax: +91-44-2852 3280  
Corporate Headquarters: Foundation, 34 IT Highway, Chennai - 603 103, India | Ph: +91-44-2743 5001, 3987 3000 | Fax: +91-44-2743 5166

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

POLARIS CONSULTING & SERVICES LIMITED

Results of the Postal ballot of the Company held during the period 24/09/2015 to 23/10/2015

Resolution	Category	Shares Held (1)	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
1. Appointment of Dr. Theodore Roosevelt Malloch Jr. (Non-executive Director of the Company) to an office or place of profit under the Company and/or its Subsidiaries and/or its Associate Companies	Public - Institutional Holders	2,03,46,803	66,99,709	32.93	23,16,962	43,82,747	34.58	65.42
	Promoter and Promoter Group	2,89,85,760	2,89,41,710	99.85	2,89,41,710	-	100.00	0.00
	Public-Others	5,08,91,711	2,44,67,996	48.08	2,44,64,493	3,503	99.99	0.01
2. Appointment of Mr. Jonathan Eric Beyman (Non-executive Director of the Company) to an office or place of profit under the Company and/or its Subsidiaries and/or its Associate Companies	Total	10,02,24,274	6,01,09,415	59.97	5,57,23,165	43,86,250	92.70	7.30
	Public - Institutional Holders	2,03,46,803	66,99,709	32.93	23,16,962	43,82,747	100.00	0.00
	Promoter and Promoter Group	2,89,85,760	2,89,41,710	99.85	2,89,41,710	-	100.00	0.00
3. To amend the Associate Stock Option Plan 2011 ("ASOP 2011") - to incorporate the changes pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014	Public-Others	5,08,91,711	2,44,67,996	48.08	2,44,64,493	3,503	99.99	0.01
	Total	10,02,24,274	6,01,09,415	59.97	5,57,23,165	43,86,250	92.70	7.30
	Public - Institutional Holders	2,03,46,803	66,99,709	32.93	44,44,988	22,54,721	66.35	33.65
4. To amend the Associate Stock Option Plan 2015 ("ASOP 2015") - to incorporate the changes pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014	Promoter and Promoter Group	2,89,85,760	2,89,41,710	99.85	2,89,41,710	-	100.00	0.00
	Public-Others	5,08,91,711	2,44,68,096	48.08	2,44,64,871	3,225	99.99	0.01
	Total	10,02,24,274	6,01,09,515	59.98	5,78,51,569	22,57,946	96.24	3.76
5. To amend the Associate Stock Option Plan 2015 ("ASOP 2015") - to incorporate the changes pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("New Regulation")	Public - Institutional Holders	2,03,46,803	66,99,709	32.93	44,44,988	22,54,721	66.35	33.65
	Promoter and Promoter Group	2,89,85,760	2,89,41,710	99.85	2,89,41,710	-	100.00	0.00
	Public-Others	5,08,91,711	2,44,68,096	48.08	2,44,64,871	3,225	99.99	0.01
Total	10,02,24,274	6,01,09,515	59.98	5,78,51,569	22,57,946	96.24	3.76	



26<sup>th</sup> October 2015

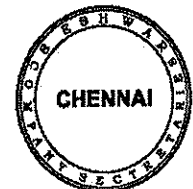
To

The Chairman,  
Polaris Consulting & Services Limited,  
244, Anna Salai,  
Chennai – 600006, India

**SUB: SCRUTINIZER'S REPORT ON THE POSTAL BALLOT IN RESPECT OF MATTERS SET-  
OUT IN THE NOTICE OF POSTAL BALLOT.**

Dear Sir,

1. I have been appointed as a Scrutinizer vide letter dated 16<sup>th</sup> September 2015 to scrutinize the e-voting and the postal ballot, in respect of the following matters set-out in the notice of the postal ballot, dated 16<sup>th</sup> September 2015:
  - a) Appointment of Mr. Theodore Roosevelt Malloch Jr. (Non-executive Director of the Company) to an office or place of profit under the Company and/or its Subsidiaries and/or its Associate Companies. ("**Resolution No.1**");
  - b) Appointment of Mr. Jonathan Eric Beyman (Non-executive Director of the Company) to an office or place of profit under the Company and/or its Subsidiaries and/or its Associate Companies. ("**Resolution No.2**");
  - c) Amendment of Associate Stock Plan 2011 ("**ASOP 2011**") ("**Resolution No.3**");
  - d) Amendment of Associate Stock Option Plan ("**ASOP 2015**"). ("**Resolution No.4**")
2. As per the information provided to me, the Company had completed despatch of notice of the postal ballot to the members on 22<sup>nd</sup> September 2015.
3. The members had an option to vote through a ballot paper or through electronic means, for which the Company had entered into an arrangement with Karvy Computershare Private Limited ("**Karvy**"), for providing the electronic voting ("**e-voting**") facility to enable its members to vote on the above matters. The Company had also despatched to the members, a postage pre-paid envelope, which were addressed to the scrutinizer bearing the address of Karvy. The envelopes that were received at the address of Karvy were passed on to me in two tranches. A total of 51 envelopes were received which contained, 54 ballot papers. Three envelopes had more than one ballot paper therein.
4. The period of postal ballot as per the notice commenced on 24<sup>th</sup> September 2015 at 9.00 am IST and ended on 23<sup>rd</sup> October, 2015 at 5:00 pm IST. I unblocked the e-voting results on Karvy's e-voting platform, in the presence of Ms. Lakshmi Rengarajan, and Mr. K. Venugopal and downloaded the results, after the appointed time.



5. I submit my report as under, in respect of both (i.e) the votes cast by ballot papers and on the e-voting platform.

6. The details of the ballot paper received, is as under:

Resolution No.	Total number of ballot paper received	No. of Equity shares
Resolution No. 1	54	4523
Resolution No. 2	54	4523
Resolution No. 3	54	4523
Resolution No. 4	54	4523

7. I report to you the details of votes cast "FOR" and "AGAINST" in the ballot papers:

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	47	3872	3872	100%	0	0%
Resolution No. 2	47	3872	3872	100%	0	0%
Resolution No. 3	47	3872	3872	100%	0	0%
Resolution No. 4	47	3872	3872	100%	0	0%

**TREATING AS INVALID:** Based on the scrutiny, I considered 651 shares for all the resolutions, as NOT VALID, as the signatures in the postal ballot form mismatch with the signatures made available by Karvy's. The specimen signature of one member was unavailable with Karvy, and I have considered that ballot as valid.

8. Details of votes cast on the e-voting platform is as under:

Resolution No.	Total Number of shareholders who have cast their vote on the e-voting platform	No. of Equity shares
Resolution No. 1	111	66351950
Resolution No. 2	111	66351950
Resolution No. 3	112	66352050
Resolution No. 4	112	66352050



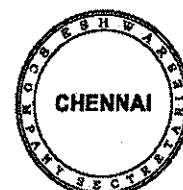
**9. Details of scrutiny carried out in respect of the e-voting:**

- a) With respect to Corporate Shareholders – the scrutiny is whether the Corporate Shareholder has provided a board resolution authorising a natural person to vote at a general meeting of the company.
- b) With respect to Mutual Funds – the scrutiny is whether the Trustee Company of the Mutual Fund has provided a board resolution authorising a natural person to vote at a general meeting of the company.
- c) With respect to FII's and FPI's – the scrutiny is availability of a Power of Attorney ("POA") given by the FII / FPI in favour of a custodian in India, and POA is scrutinized for the following:
  - (i) Whether the name of the FII / FPI in the POA attached is the same, or where there is a name mismatch – whether any SEBI registration certificate for the change in name is available or not;
  - (ii) Where the POA bears a date of execution;
  - (iii) Where the POA has been executed outside India – has the same has been Apostilled in that country;
  - (iv) Whether the POA has been adjudicated under the Indian Stamp Act – else the document cannot be valid in India;
  - (v) Whether under the POA the FII/FPI has given the custodian – the custodian has a right to vote at general meetings and/or appoint a person as a proxy to attend and vote at a general meeting;
  - (vi) Whether the Custodian has by way of an applicable authorisation document, given a power to vote to its officer or any natural person.

**TREATING AS INVALID:** Based on the scrutiny as above, I considered 6246407 shares for all resolutions, as NOT VALID, as the documents uploaded did not meet any one of the aforesaid conditions.

**10. I report to you the details of valid votes cast "FOR" and "AGAINST" under the e-voting platform held between 24<sup>th</sup> September 2015 and 23<sup>rd</sup> October 2015:**

Resolution No.	Total No. of Equity Shares with respect to which vote have been cast and considered valid	FOR		AGAINST	
		No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	60105543	55719293	92.70%	4386250	7.30%
Resolution No. 2	60105543	55719293	92.70%	4386250	7.30%
Resolution No. 3	60105643	57847697	96.24%	2257946	3.76%



# इ इश्वर

COMPANY SECRETARIES

ॐ

Plot No. 964, 1st Floor,  
Lakshmanasamy Salai,  
K. K. Nagar,  
Chennai - 600 078.

Resolution No.	Total No. of Equity Shares with respect to which vote have been cast and considered valid	FOR		AGAINST	
		No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 4	60105643	57847697	96.24%	2257946	3.76%

11. The consolidated report on the votes cast through Ballot papers and e-voting platform (held between 24<sup>th</sup> September 2015 and 23<sup>rd</sup> October 2015) is as below:

Resolution No.	FOR		AGAINST	
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	55723165	92.70%	4386250	7.30%
Resolution No. 2	55723165	92.70%	4386250	7.30%
Resolution No. 3	57851569	96.24%	2257946	3.76%
Resolution No. 4	57851569	96.24%	2257946	3.76%

for इ इश्वर

Place: Chennai.

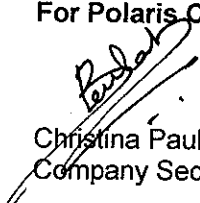
Date: 26<sup>th</sup> October 2015

Time: 2.30 P.M.

S.E.A.

S ESHWAR  
FCS. No. 6097, C.P. NO. 5280

Countersigned:  
For Polaris Consulting & Services Limited

  
Christina Pauline Beulah  
Company Secretary

