

| (1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35 | | | |
|---|--|---|--|
| Name of the Company: Polaris Financial Technology Limited (formerly known as Polaris Software Lab Limited) | | | |
| Scrip Code: 532254 | | Name of the Scrip: Polaris | |
| Class of Security: Equity | | Quarter ended: 31-12-2011 | |
| Partly paid-up shares | No. of partly paid-up shares | As a % of total no. of partly paid-up shares | As a % of total no. of shares of the Company. |
| Held by promoter/promoter group | - | - | - |
| Held by Public | - | - | - |
| Total: | - | - | - |
| Outstanding convertible securities | No. of outstanding securities | As a % of total no. of outstanding convertible securities. | As a % of total no. of shares of the Company assuming full conversion of the convertible securities |
| Held by promoter/promoter group | - | - | - |
| Held by Public | - | - | - |
| Total: | - | - | - |
| Warrants | No. of warrants | As a % of total no. of warrants | As a % of total no. of shares of the Company, assuming full conversion of warrants |
| Held by promoter/promoter group | - | - | - |
| Held by Public | - | - | - |
| Total: | - | - | - |
| Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities | 9,93,79,697 shares of Rs.5/- each | - | 100.00 |

For Polaris Financial Technology Limited


K.C. Ramán

Assistant Vice President - Secretarial



January 12, 2012

(1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35Name of the Company: **POLARIS FINANCIAL TECHNOLOGY LIMITED**Scrip Code: **532254**Class of Security: **Equity**Name of the Scrip: **Polaris**Quarter ended: **31-12-2011**

| CATE GORY CODE | CATEGORY OF SHAREHOLDER | NO OF SHARE HOLDERS | TOTAL No. OF SHARES | No. OF SHARES HELD IN DEMAT FORM | TOTAL SHAREHOLDING AS A % OF TOTAL No. OF SHARES | | SHARES PLEDGE OR OTHERWISE ENCUMBERED | |
|----------------------|--|------------------------|------------------------|--|--|----------------------|---|------------------------------------|
| | | | | | AS a % of (A+B) | As a % of (A+B+C) | No. OF SHARES | AS a % (IX)=(VIII)/ (IV)*100 |
| (I) | (II) | (III) | (IV) | (V) | (VI) | (VII) | (VIII) | (IX) |
| (A) | PROMOTER AND PROMOTER GROUP | | | | | | | |
| (1) | INDIAN | | | | | | | |
| (a) | Individual /HUF | 14 | 89,68,621 | 89,68,621 | 9.02 | 9.02 | - | - |
| (b) | Central Government/State Government(s) | - | - | - | - | - | - | - |
| (c) | Bodies Corporate | 1 | 2,00,18,132 | 2,00,18,132 | 20.14 | 20.14 | - | - |
| (d) | Financial Institutions / Banks | - | - | - | - | - | - | - |
| (e) | Others | - | - | - | - | - | - | - |
| | Sub-Total A(1) : | 15 | 2,89,86,753 | 2,89,86,753 | 29.17 | 29.17 | - | - |
| (2) | FOREIGN | | | | | | | |
| (a) | Individuals (NRIs/Foreign Individuals) | - | - | - | - | - | - | - |
| (b) | Bodies Corporate | - | - | - | - | - | - | - |
| (c) | Institutions | - | - | - | - | - | - | - |
| (d) | Others | - | - | - | - | - | - | - |
| | Sub-Total A(2) : | - | - | - | - | - | - | - |
| | Total A=A(1)+A(2) | 15 | 2,89,86,753 | 2,89,86,753 | 29.17 | 29.17 | - | - |
| (B) | PUBLIC SHAREHOLDING | | | | | | | |
| (1) | INSTITUTIONS | | | | | | | |
| (a) | Mutual Funds /UTI | 43 | 1,13,63,801 | 1,13,63,801 | 11.43 | 11.43 | - | - |
| (b) | Financial Institutions /Banks | 5 | 1,475 | 1,475 | 0.00 | 0.00 | - | - |
| (c) | Central Government / State Government(s) | - | - | - | - | - | - | - |
| (d) | Venture Capital Funds | - | - | - | - | - | - | - |
| (e) | Insurance Companies | 1 | 3,94,023 | 3,94,023 | 0.40 | 0.40 | - | - |
| (f) | Foreign Institutional Investors | 58 | 2,18,58,489 | 2,18,58,339 | 21.99 | 21.99 | - | - |
| (g) | Foreign Venture Capital Investors | - | - | - | - | - | - | - |
| (h) | Others | - | - | - | - | - | - | - |
| | Sub-Total B(1) : | 107 | 3,36,17,788 | 3,36,17,638 | 33.83 | 33.83 | - | - |
| (2) | NON-INSTITUTIONS | | | | | | | |
| (a) | Bodies Corporate | 883 | 43,00,752 | 42,92,952 | 4.33 | 4.33 | - | - |
| (b) | Individuals | | | | | | | |
| | (i) Individuals holding nominal share capital upto Rs.1 lakh | 46,132 | 82,71,865 | 79,76,869 | 8.32 | 8.32 | - | - |
| | (ii) Individuals holding nominal share capital in excess of Rs.1 lakh | 35 | 22,93,060 | 22,93,060 | 2.31 | 2.31 | - | - |
| (c) | Others | | | | | | | |
| | Non Resident Indians | 616 | 2,88,254 | 2,79,154 | 0.29 | 0.29 | - | - |
| | Trusts | 8 | 19,22,222 | 18,99,772 | 1.93 | 1.93 | - | - |
| | Overseas Corporate Bodies | 2 | 300 | 250 | 0.00 | 0.00 | - | - |
| | Business Associates | 2 | 1,95,75,092 | 1,95,75,092 | 19.70 | 19.70 | - | - |
| | Clearing Members | 180 | 1,23,611 | 1,23,611 | 0.12 | 0.12 | - | - |
| | Sub-Total B(2) : | 47,858 | 3,67,75,156 | 3,64,40,760 | 37.00 | 37.00 | - | - |
| | Total B=B(1)+B(2) : | 47,965 | 7,03,92,944 | 7,00,58,398 | 70.83 | 70.83 | - | - |
| | Total (A+B) : | 47,980 | 9,93,79,697 | 9,90,45,151 | 100.00 | 100.00 | - | - |
| (C) | SHARES HELD BY CUSTODIANS, AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED | | | | | | | |
| (1) | Promoter and Promoter Group | - | - | - | - | - | - | - |
| (2) | Public | - | - | - | - | - | - | - |
| | GRAND TOTAL (A+B+C) : | 47,980 | 9,93,79,697 | 9,90,45,151 | 100.00 | 100.00 | - | - |

For Polaris Financial Technology Limited


K.C. Raman

Assistant Vice President - Secretarial

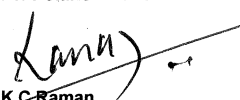


January 12, 2012

| (I)(b) Statement Showing Holding of Securities (including shares, warrants, convertible securities) of persons belonging to the category Promoter / Promoter Group | | | | | | | | | | | |
|--|------------------------------|------------------------|-----------------------------------|-------------------|------------------------|---|--------------------------|---|------------------------------------|---|--|
| Sr. No. | Name of the Shareholders | Details of shares held | | Encumbered shares | | | Details of Warrants held | | Details of convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital |
| | | No. of shares held | As a % of Grant Total (A)+(B)+(C) | Pledge shares | As a % | As a % of Grant Total (A)+(B)+(C) of sub-clause (I) (a) | No. of Warrants held | As a % total number of warrants of the same class | No. of convertible securities held | As a % total number of convertible securities of the same class | |
| (I) | (II) | (III) | (IV) | (V) | (VI)=(V)/(III)* 100 | (VII) | (VIII) | (IX) | (X) | (XI) | (XII) |
| 1 | POLARIS HOLDINGS (P) LIMITED | 2,00,18,132 | 20.14 | - | - | - | - | - | - | - | - |
| 2 | ARUN JAIN | 43,32,364 | 4.36 | - | - | - | - | - | - | - | - |
| 3 | YOGESH ANDLAY | 20,77,447 | 2.09 | - | - | - | - | - | - | - | - |
| 4 | MANJU JAIN | 10,52,460 | 1.06 | - | - | - | - | - | - | - | - |
| 5 | ARUN JAIN | 7,89,000 | 0.79 | - | - | - | - | - | - | - | - |
| 6 | UDAY JAIN | 6,19,500 | 0.62 | - | - | - | - | - | - | - | - |
| 7 | AARUSHI JAIN | 60,000 | 0.06 | - | - | - | - | - | - | - | - |
| 8 | MEENA AGARWAL | 21,450 | 0.02 | - | - | - | - | - | - | - | - |
| 9 | NEETA MATHUR | 2,400 | 0.00 | - | - | - | - | - | - | - | - |
| 10 | NAVEEN KUMAR | 2,400 | 0.00 | - | - | - | - | - | - | - | - |
| 11 | NITA JAIN | 2,400 | 0.00 | - | - | - | - | - | - | - | - |
| 12 | MANJU VERMA | 2,400 | 0.00 | - | - | - | - | - | - | - | - |
| 13 | UMA GUPTA | 2,400 | 0.00 | - | - | - | - | - | - | - | - |
| 14 | SUMAN MATHUR | 2,300 | 0.00 | - | - | - | - | - | - | - | - |
| 15 | SHASHI GUPTA | 2,100 | 0.00 | - | - | - | - | - | - | - | - |
| | Total | 2,89,86,753 | 29.17 | | | | | | | | |

| (I)(c) (i) Statement Showing Holding of Securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares | | | | | | | | |
|--|--|--------------------|---|----------------------|---|------------------------------------|--|---|
| Sr. No. | Name of the Shareholders | No. of shares held | Shares as a % of total No. of shares (i.e. Grant Total (A)+(B)+(C) indicated in Statement at Para (I)(a) above) | Details of Warrants | | Details of convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital) |
| | | | | No. of Warrants held | As a % total number of warrants of the same class | No. of convertible securities held | % w.r.t. total No. of convertible securities of the same class | |
| 1 | ORBITECH LIMITED | 1,53,79,606 | 15.48 | - | - | - | - | - |
| 2 | FRANKLIN MUTUAL SERIES FUNDS- MUTUAL BEACON FUND | 45,06,423 | 4.53 | - | - | - | - | - |
| 3 | MATTHEWS INDIA FUND | 44,00,318 | 4.43 | - | - | - | - | - |
| 4 | CITIBANK A/C. ORBITECH LIMITED | 41,95,486 | 4.22 | - | - | - | - | - |
| 5 | ING VYSYA LIFE INSURANCE COMPANY LIMITED | 23,55,940 | 2.37 | - | - | - | - | - |
| 6 | TATA TRUSTEE CO. LTD A/C TATA MUTUAL FUND - TATA EQUITY P/E FUND | 20,00,000 | 2.01 | - | - | - | - | - |
| 7 | ORBITECH EMPLOYEES WELFARE TRUST | 12,14,649 | 1.22 | - | - | - | - | - |
| 8 | CARLSON FUND - ASIAN SMALL CAP | 12,00,000 | 1.21 | - | - | - | - | - |
| 9 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/CBIRLA SUN LIFE MIDCAP FUND | 11,50,000 | 1.16 | - | - | - | - | - |
| 10 | MATTHEWS ASIA SMALL COMPANIES FUND | 11,38,850 | 1.15 | - | - | - | - | - |
| 11 | LSV EMERGING MARKETS EQUITY FUND LP | 11,27,800 | 1.13 | - | - | - | - | - |
| | Total | 3,86,69,072 | 38.91 | | | | | |

For Polaris Financial Technology Limited


K.C. Raman
Assistant Vice President - Secretarial



January 12, 2012


| (I)(C) (ii) Statement Showing Holding of Securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the Company | | | | | | | | |
|---|--|---------------|---|----------------------|---|------------------------------------|---|---|
| Sr. No. | Name of the Shareholder(s) and the Persons Acting in Concert (PAC) with them | No. of shares | Shares as a % of total No. of shares (i.e. Grand Total (A)+(B)+(C) indicated in Statement at Para (I)(a) above) | Details of Warrants | | Details of convertible securities | | Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital) |
| | | | | No. of Warrants held | As a % total number of warrants of the same class | No. of convertible securities held | % w.r.t. total number of convertible securities of the same class | |
| 1 | ORBITECH LIMITED | 1,53,79,606 | 15.48 | - | - | - | - | - |
| | | | | | | | | |
| | Total | 1,53,79,606 | 15.48 | - | - | - | - | - |

| (I)(d) Statement Showing Details of Locked-in Shares | | | |
|--|-------------------------|-------------------------|--|
| Sr. No. | Name of the Shareholder | No. of locked-in shares | Locked-in shares as a % of total No. of shares (i.e. Grand Total (A)+(B)+(C) indicated in statement at Para (I) (a) above) |
| | | - | - |
| | Total | - | - |

| (II)(a) Statement Showing Details of Depository Receipts (DRs) | | | | |
|--|---|------------------------|--|---|
| Sr. No. | Type of Outstanding DR (ADRs, GDRs, SDRs, etc.) | No. of Outstanding DRs | No. of shares underlying outstanding DRs | Shares underlying outstanding DRs as a % of total No. of shares (i.e. Grand Total (A) +(B)+(C) indicated in statement of Para (I)(a) above) |
| | | - | - | - |
| | TOTAL | - | - | - |

| (II)(b) Statement Showing Holding of Depository Receipts (DRs) where Underlying Shares Held by Promoter / Promoter Group in Excess of 1% of the Total No. of Shares | | | | |
|---|-----------------------|--|--|---|
| Sr. No. | Name of the DR holder | Type of outstanding DR (ADRs, GDRs, SDRs, etc) | No. of shares underlying outstanding DRs | Shares underlying outstanding DRs as a % of total No. of shares (i.e. Grand Total (A) +(B)+(C) indicated in statement of Para (I)(a) above) |
| | | - | - | - |
| | Total | - | - | - |

For Polaris Financial Technology Limited


K.C. Raman
Assistant Vice President - Secretarial



January 12, 2012