


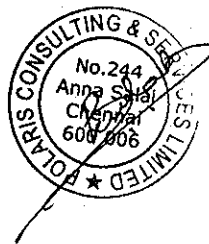
**(1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35**

**NAME OF THE COMPANY: POLARIS CONSULTING & SERVICES LIMITED**

SCRIP CODE:	532254	Name of the Scrip:	Polaris
Class of Security:	Equity	Quarter Ended:	31/12/2014
<b>Partly paid-up shares</b>	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the Company.</b>
Held by promoter/promoter group	-	-	-
Held by Public	-	-	-
<b>Total:</b>	-	-	-
<b>Outstanding convertible securities:</b>	<b>No. of outstanding securities</b>	<b>As a % of total no. of outstanding convertible securities.</b>	<b>As a % of total no. of shares of the Company assuming full conversion of the convertible securities</b>
Held by promoter/promoter group	-	-	-
Held by Public	-	-	-
<b>Total:</b>	-	-	-
<b>Warrants:</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the Company, assuming full conversion of warrants</b>
Held by promoter/promoter group	-	-	-
Held by Public	-	-	-
<b>Total:</b>	-	-	-
<b>Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities</b>	<b>99,849,024</b>	<b>0</b>	<b>100.00</b>

**For Polaris Consulting & Services Limited**  
(formerly known as Polaris Financial Technology Limited)

  
**Christina Pauline Beulah**  
Company Secretary and Compliance Officer



Chennai  
January 20, 2015

**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

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## (1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35

NAME OF THE COMPANY: POLARIS CONSULTING &amp; SERVICES LIMITED

SCRIP CODE: 532254

Class of Security: Equity

Name of the Scrip:

Polaris

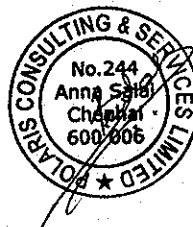
Quarter Ended:

31/12/2014

CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO OF SHARE HOLDERS	TOTAL NUMBER OF SHARES	NO OF SHARES HELD IN DEMATERIALIZED FORM	TOTAL SHAREHOLDING AS A % OF TOTAL NO OF SHARES		SHARES PLEDGE OR OTHERWISE ENCUMBERED	
					AS a PERCENTAGE of (A+B)	As a PERCENTAGE of (A+B+C)	NUMBER OF SHARES	AS a PERCENTAGE (IX)=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
<b>(A)</b>	<b>PROMOTER AND PROMOTER GROUP</b>							
(1)	INDIAN							
(a)	Individual /HUF	14	8,974,822	8,974,822	8.99	8.99	-	-
(b)	Central Government/State Government(s)	0	0	0	0.00	0.00	-	-
(c)	Bodies Corporate	1	20,020,938	20,020,938	20.05	20.05	-	-
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	-	-
(e)	Others	0	0	0	0.00	0.00	-	-
	<b>Sub-Total A(1) :</b>	<b>15</b>	<b>28,995,760</b>	<b>28,995,760</b>	<b>29.04</b>	<b>29.04</b>	-	-
(2)	FOREIGN							
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0.00	-	-
(b)	Bodies Corporate	0	0	0	0.00	0.00	-	-
(c)	Institutions	0	0	0	0.00	0.00	-	-
(d)	Qualified Foreign Investor	0	0	0	0.00	0.00	-	-
(e)	Others	0	0	0	0.00	0.00	-	-
	<b>Sub-Total A(2) :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	-	-
	<b>Total A=A(1)+A(2)</b>	<b>15</b>	<b>28,995,760</b>	<b>28,995,760</b>	<b>29.04</b>	<b>29.04</b>	-	-
<b>(B)</b>	<b>PUBLIC SHAREHOLDING</b>							
(1)	INSTITUTIONS							
(a)	Mutual Funds /UTI	5	302,875	302,875	0.30	0.30	-	-
(b)	Financial Institutions /Banks	7	433,238	433,238	0.43	0.43	-	-
(c)	Central Government / State Government(s)	0	0	0	0.00	0.00	-	-
(d)	Venture Capital Funds	0	0	0	0.00	0.00	-	-
(e)	Insurance Companies	0	0	0	0.00	0.00	-	-
(f)	Foreign Institutional Investors	93	24,831,616	24,831,466	24.87	24.87	-	-
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	-	-
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00	-	-
(i)	Others	0	0	0	0.00	0.00	-	-
	<b>Sub-Total B(1) :</b>	<b>105</b>	<b>25,567,729</b>	<b>25,567,579</b>	<b>25.61</b>	<b>25.61</b>	-	-
(2)	NON-INSTITUTIONS							
(a)	Bodies Corporate	1,039	5,866,493	5,865,943	5.88	5.88	-	-
(b)	Individuals							
	(i) Individuals holding nominal share capital upto Rs.1 lakh	44,160	10,350,918	10,160,617	10.37	10.37	-	-
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	71	9,305,726	9,305,726	9.32	9.32	-	-
(c)	Others							
	<b>Sub-Total B(2) :</b>	<b>46,058</b>	<b>45,285,535</b>	<b>45,070,684</b>	<b>45.35</b>	<b>45.35</b>	-	-
	<b>Total B=B(1)+B(2) :</b>	<b>46,163</b>	<b>70,853,264</b>	<b>70,638,263</b>	<b>70.96</b>	<b>70.96</b>	-	-
	<b>Total (A+B) :</b>	<b>46,178</b>	<b>99,849,024</b>	<b>99,634,023</b>	<b>100.00</b>	<b>100.00</b>	-	-
<b>(C)</b>	<b>Shares held by custodians, against which Depository Receipts have been issued</b>							
(1)	Promoter and Promoter Group							
(2)	Public	0	0	0	0.00	0.00	-	-
	<b>GRAND TOTAL (A+B+C) :</b>	<b>46,178</b>	<b>99,849,024</b>	<b>99,634,023</b>	<b>100.00</b>	<b>0.00</b>	-	-

For Polaris Consulting & Services Limited  
(formerly known as Polaris Financial Technology Limited)

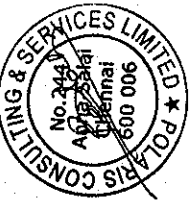
Christine Pauline Beulah  
Company Secretary and Compliance Officer



Chennai  
January 20, 2015

Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"													
(I)(b) Sr.No	Name of the Shareholder	Details of Shares held			Encumbered shares (*)			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 Shares held	As a % of grand total (A)+(B)+(C)	Pledge Shares	AS a % (VI)=(V)/(III)*100	AS a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number 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 BANYAN HOLDING PRIVATE LIMITED (Formerly Known as POLARIS HOLDINGS PRIVATE LIMITED)	20,020,938	20.05	0	0.00	0.00	0	0.00	0	0.00	20.05		
2	ARUN JAIN	4,332,365	4.34	0	0.00	0.00	0	0.00	0	0.00	4.34		
3	YOGESH ANDLAY	2,077,447	2.08	0	0.00	0.00	0	0.00	0	0.00	2.08		
4	MANJU JAIN	1,052,460	1.05	0	0.00	0.00	0	0.00	0	0.00	1.05		
5	ARUN JAIN	789,000	0.79	0	0.00	0.00	0	0.00	0	0.00	0.79		
6	UDAY JAIN	619,500	0.62	0	0.00	0.00	0	0.00	0	0.00	0.62		
7	AARUSHI JAIN	60,000	0.06	0	0.00	0.00	0	0.00	0	0.00	0.06		
8	MEENA AGARWAL	21,450	0.02	0	0.00	0.00	0	0.00	0	0.00	0.02		
9	SHASHI GUPTA	5,900	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01		
10	NAVEEN KUMAR	4,800	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00		
11	NEETA MATHUR	2,400	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00		
12	NITA JAIN	2,400	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00		
13	MANJU VERMA	2,400	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00		
14	UMA GUPTA	2,400	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00		
15	SUMAN MATHUR	2,300	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00		
	<b>TOTAL :</b>	<b>28,995,760</b>	<b>29.04</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>29.04</b>		

For Polaris Consulting & Services Limited  
(formerly known as Polaris Financial Technology Limited)



Christina Pauline Beulah  
Company Secretary and Compliance Officer

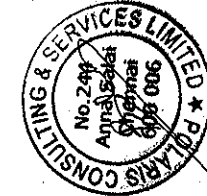
Chennai  
January 16, 2015

(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(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares held	Shares as a percentage of total number of shares (i.e., Grant total (A)-(B)+(C) Indicated in Statement at para (i)(a) above)	Details of warrants			Details of convertible securities	
Number of warrants held					As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class		
1	ORBITECH LIMITED*		17,458,692	17.49	0	0.00	0	0.00	17.49
2	FRANKLIN MUTUAL SERIES FUNDS- MUTUAL BEACON FUND		6,706,121	6.72	0	0.00	0	0.00	6.72
	<b>TOTAL :</b>		<b>24,164,813</b>	<b>24.20</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>24.20</b>

\* Includes 2,079,086 Shares (2.08%) held by Citibank A/c Orbitech Ltd., a PAC of Orbitech Ltd.

**For Polaris Consulting & Services Limited**  
(formerly known as Polaris Financial Technology Limited)

**Christina Pauline Beulah**  
Company Secretary and Compliance Officer

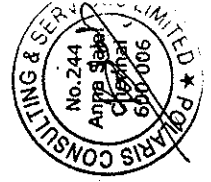


Chennai  
January 20, 2015

STATEMENT SHOWING DETAILS OF LOCKED-IN SHARES"				
(I)(d)	Name of the shareholder	Number of locked-in shares	Locked-in shares as a (%) percentage of total number of shares (i.e, Grand Total (A)+(B)+(C) Indicated in Statement at para (I)(a) above)	Promoter/ Promoter Group/ Public
1	GN. MATHUR	46	0.00	PUBLIC
2	SEKAR K	1	0.00	PUBLIC
3	ARUN JAIN	1	0.00	PROMOTER/ PROMOTER GROUP
4	VAIDEHI K.A.	1	0.00	PUBLIC
5	T.K.RAMANAN	1	0.00	PUBLIC
6	GAYATHRI.B	1	0.00	PUBLIC
7	SUDHA GOPALAKRISHNAN	1	0.00	PUBLIC
8	C.S.CHANDRASEKAR	1	0.00	PUBLIC
9	M.R.VENKATESAN	1	0.00	PUBLIC
10	PRABHUOT S SAMBHY	1	0.00	PUBLIC
11	K.SRINIVASAN	1	0.00	PUBLIC
12	ANANDA KRISHNAN	1	0.00	PUBLIC
13	LALITHA VIJAY	1	0.00	PUBLIC
14	M.VIDYASAGAR	1	0.00	PUBLIC
15	RAMA SIVARAMAN	1	0.00	PUBLIC
16	RAYMOND AROGYASWAMY	1	0.00	PUBLIC
17	SAMPATH KUMAR ANAND	1	0.00	PUBLIC
18	CRS.BHARADWAJ	1	0.00	PUBLIC
19	JAIDEEP BILLA	1	0.00	PUBLIC
20	S.R.RAMASWAMI	1	0.00	PUBLIC
21	GOVIND SINGHAL	1	0.00	PUBLIC
22	K.GOVINDARAJAN	1	0.00	PUBLIC
23	JAYASHREE.R	1	0.00	PUBLIC
24	PADMINI.S	1	0.00	PUBLIC
25	S.SRIRAM	1	0.00	PUBLIC
	<b>TOTAL :</b>	<b>70</b>	<b>0.00</b>	

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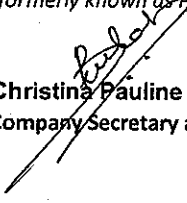


Chennai  
January 20, 2015

(II)(a) STATEMENT SHOWING DETAILS OF DEPOSITORY RECEIPTS (DRS)				
Sr.No.	Type of outstanding DR (ADRs,GDRs,SDRs,etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at Para(I)(a) above}
TOTAL :		-	-	-

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by "Promoter/Promoter group" are in excess of 1% of the total number shares.				
Sr.No.	Name of the DR Holder	Type of outstanding DR (ADRs,GDRs,SDRs,etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para(I)(a) above}
TOTAL :		-	-	-

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January 20, 2015

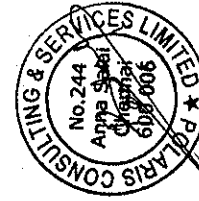
**(i)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares**

Sr.No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares (i.e., Grant total (A)+(B)+(C) indicated in Statement at para (i)(a) above)	Details of warrants		Details of convertible securities % w.r.t total number of convertible securities of the same class	Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital)
				Number of warrants held	As a % total number of warrants of the same class		
1	ORBITECH LIMITED*	17,458,692	17.49	0	0.00	0	17.49
2	FRANKLIN MUTUAL SERIES FUNDS- MUTUAL BEACON FUND	6,706,121	6.72	0	0.00	0	6.72
3	JHUNJHUNWALA RAKESH RADHESHYAM	2,500,000	2.50	0	0.00	0	2.50
4	GHI LTP LTD	1,733,456	1.74	0	0.00	0	1.74
5	RAKESH JHUNJHUNWALA	1,325,000	1.33	0	0.00	0	1.33
6	LSV EMERGING MARKETS EQUITY FUND LP	1,227,800	1.23	0	0.00	0	1.23
7	ORBITECH EMPLOYEES WELFARE TRUST	1,134,529	1.14	0	0.00	0	1.14
8	DIMENSIONAL EMERGING MARKETS VALUE FUND	1,003,672	1.01	0	0.00	0	1.01
	<b>TOTAL :</b>	<b>33,089,270</b>	<b>33.14</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>33.14</b>

\* Includes 2,079,086 Shares (2.08%) held by Citibank A/c Orbitech Ltd., a PAC of Orbitech Ltd.

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