

PCSL/SEC/2014-15

April 09, 2015

- 1. The National Stock Exchange of India Ltd.,**
Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.
- 2. The Bombay Stock Exchange Ltd.**
1st Floor, New Trade Ring, Rotunda Building, PJ Towers,
Dalal Street, Fort, Mumbai – 400 001.

Dear Sirs,


Sub: **Shareholding pattern under Clause 35 of the Listing Agreement**

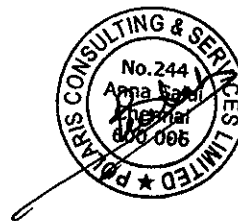
In Compliance with Clause 35 of the Listing Agreement, we are enclosing herewith the Shareholding pattern of the Company for the quarter ended March 31, 2015.

This is for your information and records.

Thanking you,

Yours truly,
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

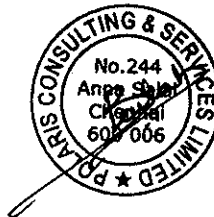
(1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35

NAME OF THE COMPANY: POLARIS CONSULTING & SERVICES LIMITED

SCRIP CODE:	532254	Name of the Scrip:	Polaris
Class of Security:	Equity	Quarter Ended:	31/03/2015
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	99,914,624	0	100.00

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


Christina Pauline Beulah
Company Secretary and Compliance Officer



Chennai
April 9, 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

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

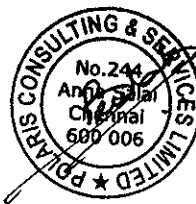
(1)(a) STATEMENT SHOWING SHAREHOLDING PATTERN IN CLAUSE-35
NAME OF THE COMPANY: POLARIS CONSULTING & SERVICES LIMITED
SCRIP CODE: 532254
Class of Security: Equity

Name of the Scrip: Polaris
Quarter Ended: 31/03/2015

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 % of (A+B)	AS a % of (A+B+C)	NUMBER OF SHARES	AS a % (IX)=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(A)	PROMOTER AND PROMOTER GROUP							
(1)	INDIAN							
(a)	Individual /HUF	14	8,964,822	8,964,822	8.97	8.97	-	-
(b)	Central Government/State Government(s)	-	-	-	0.00	0.00	-	-
(c)	Bodies Corporate	1	20,020,938	20,020,938	20.04	20.04	-	-
(d)	Financial Institutions / Banks	-	-	-	0.00	0.00	-	-
(e)	Others	-	-	-	0.00	0.00	-	-
	Sub-Total A(1) :	15	28,985,760	28,985,760	29.01	29.01	-	-
(2)	FOREIGN							
(a)	Individuals (NRIs/Foreign Individuals)	-	-	-	0.00	0.00	-	-
(b)	Bodies Corporate	-	-	-	0.00	0.00	-	-
(c)	Institutions	-	-	-	0.00	0.00	-	-
(d)	Qualified Foreign Investor	-	-	-	0.00	0.00	-	-
(e)	Others	-	-	-	0.00	0.00	-	-
	Sub-Total A(2) :	-	-	-	0.00	0.00	-	-
	Total A=A(1)+A(2)	15	28,985,760	28,985,760	29.01	29.01	-	-
(B)	PUBLIC SHAREHOLDING							
(1)	INSTITUTIONS							
(a)	Mutual Funds /UTI	3	220,590	220,590	0.22	0.22	-	-
(b)	Financial Institutions /Banks	6	438,079	438,079	0.44	0.44	-	-
(c)	Central Government / State Government(s)	-	-	-	0.00	0.00	-	-
(d)	Venture Capital Funds	-	-	-	0.00	0.00	-	-
(e)	Insurance Companies	-	-	-	0.00	0.00	-	-
(f)	Foreign Institutional Investors	93	22,645,567	22,645,417	22.66	22.66	-	-
(g)	Foreign Venture Capital Investors	-	-	-	0.00	0.00	-	-
(h)	Qualified Foreign Investor	-	-	-	0.00	0.00	-	-
(i)	Others	-	-	-	0.00	0.00	-	-
	Sub-Total B(1) :	102	23,304,236	23,304,086	23.32	23.32	-	-
(2)	NON-INSTITUTIONS							
(a)	Bodies Corporate	930	5,147,321	5,146,771	5.15	5.15	-	-
(b)	Individuals							
	(i) Individuals holding nominal share capital upto Rs.1 lakh	46,719	11,683,521	11,492,321	11.69	11.69	-	-
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	82	10,771,994	10,771,994	10.78	10.78	-	-
(c)	Others	-	-	-	-	-	-	-
	Sub-Total B(2) :	48,644	47,624,628	47,408,878	47.67	47.67	-	-
	Total B=B(1)+B(2) :	48,746	70,928,864	70,712,964	70.99	70.99	-	-
	Total (A+B) :	48,761	99,914,624	99,698,724	100.00	100.00	-	-
(C)	Shares held by custodians, against which Depository Receipts have been issued							
(1)	Promoter and Promoter Group	-	-	-	0.00	0.00	-	-
(2)	Public	-	-	-	0.00	0.00	-	-
	GRAND TOTAL (A+B+C) :	48,761	99,914,624	99,698,724	100.00	100.00	-	-

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

Christina Pauline Beulah
Company Secretary and Compliance Officer



Chennai
April 9, 2015

Sr.No	Name of the Shareholder	Details of Shares held		As a % of grand total (A)+(B)+(C)	Encumbered shares (*)	As a % (V)/(VI)+(VII) *100	As a % of grand total (A) + (B) + (C) of sub-clause (i)(e)	Details of Warrants		Number of convertible securities held	As a % 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
		No. of Shares held (iii)	As a % of grand total (A)+(B)+(C) (iv)					Pledge Shares (v)	(VI)=(V)/(VII) *100			
	POLARIS BANYAN HOLDING PRIVATE LIMITED (Formerly known as POLARIS HOLDINGS PRIVATE LIMITED)	20,020,938	20.04	0	0.00	0.00	0.00	0	0.00	0	0.00	20.04
1	ARUN JAIN	4,322,865	4.33	0	0.00	0.00	0.00	0	0.00	0	0.00	4.33
2	YOGESH ANDLAY	2,077,447	2.08	0	0.00	0.00	0.00	0	0.00	0	0.00	2.08
3	MANJU JAIN	1,052,460	1.05	0	0.00	0.00	0.00	0	0.00	0	0.00	1.05
4	ARUN JAIN	789,000	0.79	0	0.00	0.00	0.00	0	0.00	0	0.00	0.79
5	UDAY JAIN	619,500	0.62	0	0.00	0.00	0.00	0	0.00	0	0.00	0.62
6	AARUSHI JAIN	60,000	0.06	0	0.00	0.00	0.00	0	0.00	0	0.00	0.06
7	MEENA AGARWAL	21,450	0.02	0	0.00	0.00	0.00	0	0.00	0	0.00	0.02
8	SHASHI GUPTA	5,900	0.01	0	0.00	0.00	0.00	0	0.00	0	0.00	0.01
9	NAVEEN KUMAR	4,800	0.00	0	0.00	0.00	0.00	0	0.00	0	0.00	0.00
10	NEETA MATHUR	2,400	0.00	0	0.00	0.00	0.00	0	0.00	0	0.00	0.00
11	NITA JAIN	2,400	0.00	0	0.00	0.00	0.00	0	0.00	0	0.00	0.00
12	MANJU VERMA	2,400	0.00	0	0.00	0.00	0.00	0	0.00	0	0.00	0.00
13	UMA GUPTA	2,400	0.00	0	0.00	0.00	0.00	0	0.00	0	0.00	0.00
14	SUMAN MATHUR	2,300	0.00	0	0.00	0.00	0.00	0	0.00	0	0.00	0.00
15	TOTAL :	28,985,760	29.01	0	0.00	0.00	0.00	0	0.00	0	0.00	29.01

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

Christine Paulina Beulah
Company Secretary and Compliance Officer



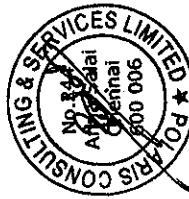
Chennai
April 9, 2015

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									
(i)(c)(i)	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		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	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1		ORBITECH LIMITED *	17,458,692	17.47	0	0.00	0	0.00	17.47
2		FRANKLIN MUTUAL SERIES FUNDS- MUTUAL BEACON FUND	6,103,048	6.11	0	0.00	0	0.00	6.11
3		JHUNJHUNWALA RAKESH RADHESHYAM	4,750,000	4.75	0	0.00	0	0.00	4.75
4		LSV EMERGING MARKETS EQUITY FUND LP	1,510,089	1.51	0	0.00	0	0.00	1.51
5		GOVERNMENT PENSION FUND GLOBAL	1,392,887	1.39	0	0.00	0	0.00	1.39
6		ORBITECH EMPLOYEES WELFARE TRUST	1,134,529	1.14	0	0.00	0	0.00	1.14
7		DIMENSIONAL EMERGING MARKETS VALUE FUND	1,081,321	1.08	0	0.00	0	0.00	1.08
8		AUSTRALIANSUPER	1,035,776	1.04	0	0.00	0	0.00	1.04
		TOTAL :	34,466,342	34.50	0	0.00	0	0.00	34.50

* 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
April 9, 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					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
	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)	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	17.47	0	0.00	0	0.00	0	0.00	17.47	
2	FRANKLIN MUTUAL SERIES FUNDS- MUTUAL BEACON FUND	6,103,048	6.11	0	0.00	0	0.00	0	0.00	6.11	
	TOTAL :	23,561,740	23.58	0	0.00	0	0.00	0	0.00	23.58	

* Includes 2,079,886 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

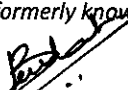


Chennai
April 9, 2015



(I)(d) STATEMENT SHOWING DETAILS OF LOCKED-IN SHARES"				
Sr.No.	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	PRABHJOT 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
	TOTAL :	70	0.00	

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


Christina Pauline Beulah
Company Secretary and Compliance Officer



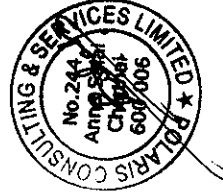
Chennai
April 9, 2015

STATEMENT SHOWING DETAILS OF DEPOSITORY RECEIPTS (DRS)					
(ii)(a)	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 :				

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.					
(ii)(b)	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 :				

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


Christina Pauline Beulah
Company Secretary and Compliance Officer



Chennai
April 9, 2015