

## BID REVISION CUM WITHDRAWAL FORM

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

(In respect of the Equity Shares of Polaris Consulting & Services Limited pursuant to the Delisting Offer by the Acquirer)

Please read this document along with the Public Announcement published on January 24, 2018 (“Public Announcement”) and the Letter of Offer dated January 24, 2018 (“Letter of Offer”) issued by Virtusa Consulting Services Private Limited (“Acquirer”). We also request you to read “Operational Guidelines for Offer to Buy (OTB) Window” issued by the Stock Exchanges in relation to stock exchange traded mechanism recently introduced by SEBI vide its circular number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, “Mechanism for acquisition of shares through Stock Exchange” and as amended from time to time. The terms and conditions of the Public Announcement and the Letter of Offer are deemed to have been incorporated in and form part of this document. Unless otherwise defined, capitalized terms used in this Bid cum Acceptance Form/Bid Form have the same meaning as defined in the Public Announcement and the Letter of Offer.

**Note: The Public Shareholders should note that this form should not be sent to the Manager to the Offer or the Registrar to the Offer or to the Acquirer or to the Company or the Stock Exchanges. The Public Shareholders should further note that they should have a trading account with their broker i.e. a Seller Member as the Bids can be entered in reverse book building window of the Stock Exchanges, only through their respective Seller Member. The Seller Member would issue contract note and pay the consideration to the respective Public Shareholder whose Equity Shares are accepted under the Delisting Offer.**

DELISTING OFFER*		
Bid Opening Date	January 30, 2018	Bids can be revised or withdrawn only during normal trading hours of the secondary market
Last Date for Upward Revision or Withdrawal of Bid	February 02, 2018	
Bid Closing Date	February 05, 2018	
Floor Price Per Share	Rs. 232.37 per Equity Share	
Discovered Price	The price at which the shareholding of the Acquirer reaches 90% of the Share Capital pursuant to RBP	
Exit Price	Discovered Price or a price higher than Discovered Price accepted by the Acquirer	

\* The dates are subject to, among other things, the Acquirer obtaining the necessary approvals, if any, prior to the Bid Opening Date

(To be filled in by the Seller Member(s))

Name of Seller Member			
Address of Seller Member			
Unique Client Code (UCC)			
Application Number, if any		Date	

### Polaris Consulting & Services Limited

Pursuant to delisting offer by Virtusa Consulting Services Private Limited

Dear Sir(s),

**Re: Delisting Offer for the Equity Shares of Polaris Consulting & Services Limited (“Company”) by the Acquirer through reverse book building process. The Floor Price for the Delisting Offer has been determined as Rs. 232.37 per Equity Share (‘Delisting Offer’).**

I/We hereby revoke any offer made in any Bid Form submitted prior to the date of this Bid Revision/Withdrawal Form in respect of the Equity Shares. I/We hereby make a new Bid to tender the number of Equity Shares set out or deemed to be set out herein and on and subject to the terms and conditions, as applicable.

A.	Name (in BLOCK LETTERS) (Please write the names of the joint holders in the same order as appearing in the share certificate(s)/demat account)	Holder	Name	PAN No.
		Sole / First		
		Second		
		Third		

(Tear Here)

<b>B.</b>	<b>TO BE FILLED IN ONLY IF THE NUMBER OF THE EQUITY SHARES HAVE BEEN INCREASED AS COMPARED TO NUMBER OF THE EQUITY SHARES TENDERED IN THE PREVIOUS BID FOR SHAREHOLDERS HOLDING THE EQUITY SHARES IN PHYSICAL FORM</b>					
	Details of original share certificate(s) along with duly filled, signed transfer deed(s), as enclosed. The Details are applicable only for additional offer shares tendered with a view to increase the number of Offer Shares tendered.					
	<b>Sr. No.</b>	<b>Folio No.</b>	<b>Share Certificate(s) No.</b>	<b>Distinctive No.</b>		<b>Number of Equity Shares</b>
				<b>From</b>	<b>To</b>	
	1.					
2.						
3.						
(If the space provided is inadequate please attach a separate continuation Sheet)					<b>TOTAL</b>	
<b>C.</b>	<b>FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM</b> (Following Details are applicable only for additional Equity Shares tendered with a view to increase the number of Equity Shares)					
	Name of Depository Participant					
	Depository Participant's ID No.					
	Client ID No.					
	Beneficiary's Name (as appearing in DP's records)					
	<b>NSDL/CDSL</b>					
	Number of Equity Shares					
<b>D.</b>	<b>Other enclosures, as applicable (Please tick (✓))</b>		Power of Attorney		Corporate Authorization	
			Death Certificate		Others (Please Specify)	
<b>E.</b>	<b>Details of Previous Bid and Equity Shares tendered pursuant to the Delisting Offer</b>					
		<b>Figure in Numbers</b>	<b>Figure in Words</b>			
	Number of Equity Shares tendered in the last Bid Form / Bid Revision/ Withdrawal Form)					
	Bid Price per Equity Share (in Rs.)					
	Application no. of Bid Form, if any, (Please ensure that you have submitted a copy of the acknowledgement of the original Bid Form along with this Bid Revision/ Withdrawal Form)					
<b>F.</b>	<b>Details of Revised Bid and the Equity Shares tendered pursuant to the Delisting Offer</b>					
		<b>Figure in Numbers</b>	<b>Figure in Words</b>			
	<b>Number of the Equity Shares</b>					
	<b>Bid Price per Equity Share (in Rs.)</b>					
<b>G.</b>	<b>Withdrawal of Bid</b>					
	I/We hereby confirm that I/We would like to withdraw the earlier Bid made by me/ us as detailed in point 5 above and would like to treat that Bid as null and void.					
	(Please tick (✓) in appropriate box)		<b>YES</b>		<b>NO</b>	
<b>Signature</b>						
	Sole / First Holder		Second Holder		Third Holder	

**CHECKLIST (Please tick (✓))**

DEMAT SHAREHOLDERS			PHYSICAL SHAREHOLDERS		
1	BID REVISION / WITHDRAWAL FORM		1	BID REVISION / WITHDRAWAL FORM	
2	OTHER DOCUMENTS, AS APPLICABLE		2	COPY OF SELLER MEMBER ACKNOWLEDGMENT SLIP OF THE ORIGINAL BID.	
			3	OTHER DOCUMENTS, AS APPLICABLE	

**Notes:**

- All documents sent by/to the Public Shareholders will be at their risk and the Public Shareholders are advised to adequately safeguard their interests in this regard.**
- The Public Shareholders may withdraw or revise their Bids upwards not later than one day before the Bid Closing Date.
- Downward revision of Bids shall not be permitted.**
- You must submit this Bid Revision/Withdrawal Form to the same Seller Member through whom your original Bid Form was submitted. **Please ensure that you enclose a copy of the acknowledgement slip relating to your previous Bid.**
- Please note that all the information, terms and conditions contained in the original Bid Form shall remain valid, except which has been revised under Bid Revision / Withdrawal Form.
- In case you wish to tender additional dematerialized Equity Shares, please ensure that you have instructed your Seller Member to transfer your additional Equity Shares. In case you wish to tender additional physical Equity Shares, please ensure that you attach the additional share certificate(s) and the transfer deed along with the Bid Revision/Withdrawal Form. Please ensure that the number of the Equity Shares tendered under the Bid Revision/Withdrawal Form is equal to the number indicated in the share certificate(s) attached and the transfer deed executed, if any.
- In case of the Public Shareholder(s) other than individuals, copy of power of attorney, board resolution, authorization etc., as applicable and required in respect of support/verification of this Bid Revision/Withdrawal Form, shall also be provided, otherwise, the same shall be liable for rejection.
- The consideration shall be paid to the Public Shareholder(s) by their respective Seller Member in the name of sole/first holder only.
- The Public Shareholders, holding the Equity Shares in physical form, post bidding, should send the Bid Form along with share transfer deed, share certificates, TRS and other documents, as applicable, to the Registrar to the Offer. It is the sole responsibility of the Public Shareholders/ Seller Member(s) to ensure that their Equity Shares held in physical form reaches the Registrar to the Offer within two working days of bidding by the Seller Member.
- In case, the Bid Form sent to the Registrar to the Offer is not complete in all respects, the same may be liable for rejection.

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**For any queries, please contact**

MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p><b>Citigroup Global Markets India Private Limited</b>  <b>Corporate Identification Number (CIN):</b>                      U99999MH2000PTC126657  <b>SEBI Registration Number:</b> INM000010718  <b>Registered Office address:</b> First International Centre (FIFC),                      14<sup>th</sup> Floor, G- Block, Bandra Kurla Complex, Bandra (East),                      Mumbai- 400098  <b>Tel:</b> (91 22) 6175 9999  <b>Fax:</b> (91 22) 6175 9961  <b>Contact Person:</b> Saurabh Dhulap  <b>Email:</b> polaris.delisting@citi.com  <b>Website:</b> <a href="http://www.online.citibank.co.in">www.online.citibank.co.in</a></p>	 <p><b>Karvy Computershare Private Limited</b>  <b>Corporate Identification Number (CIN):</b>                      U72400TG2003PTC041636  <b>SEBI Registration Number:</b> INR000000221  <b>Registered Office:</b> Karvy Selenimum Tower B,                      Plot Number 31 and 32   Financial District, Gachibowli,                      Hyderabad, 500 032  <b>Tel:</b>(91 40) 6716 2222  <b>Fax:</b> (91 40) 2343 1551  <b>Contact Person:</b>Murali Krishna  <b>Email:</b>Polaris.delisting@karvy.com  <b>Website:</b><a href="http://www.karvycomputershare.com">www.karvycomputershare.com</a></p>

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**ACKNOWLEDGEMENT SLIP**

Received a Bid Revision/Withdrawal Form for the Equity Shares under the Delisting Offer for Polaris Consulting & Services Limited as under:

<b>DEMAT SHAREHOLDER</b>		<b>PHYSICAL SHAREHOLDER</b>	
UNIQUE CLIENT CODE (UCC)		UNIQUE CLIENT CODE (UCC)	
DP ID NO.		FOLIO NUMBER	
CLIENT ID NO.		SHARE CERTIFICATE NOS.	
NUMBER OF SHARES		NUMBER OF SHARES	
BID PRICE PER EQUITY SHARE (IN RS.)		BID PRICE PER EQUITY SHARE (IN RS.)	