

Polaris/SEC/2014-15

March 20, 2015

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1, G Block,
Bandra Kurla Complex
Bandra(E), Mumbai-400 051

The Bombay Stock Exchange Ltd
1st Floor, New Trade Ring, Rotunda Building
PJ Towers, Dalal Street, Fort, Mumbai-400 001

Dear Sir/Madam,

Sub : Clause No.35A of the Listing Agreement – Voting Results

In accordance with the Clause No.35A of the Listing Agreement, we write to inform you that the Members of the Company at the Extra Ordinary General Meeting ("EGM") held on 19th March 2015 transacted the following businesses :

S.No.	Description	
A	Date of EGM	19 th March 2015
B	Book Closure Date	13-02-2015 Cut off date
C	Total number of shareholders on record date	49,990
D	No. of the Shareholders attended the meeting through Video Conferencing : - No Video conferencing facility was made available.	

Outcome of the Extra Ordinary General Meeting of the Members of the Company :


The Extra Ordinary General Meeting of the Members of the Company was held on Thursday, 19th March 2015 at 4:00 P.M. at the Rani Seethai Hall, 603, First Floor, Anna Salai, Thousand Lights, Chennai-600 006. The mode of voting was by way of E-Voting as well as by Poll. The businesses transacted by the Shareholders is provided in the Annexure.

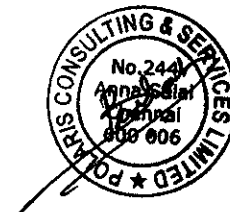
Scrutinisers Report is also enclosed.

Request you to kindly take same on record

Thanking you,

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


Christina Pauline Beulah
Company Secretary
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

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**Combined Results of the E-voting held during the period 13th March 2015 to 15th March 2015 and
Poll held on the 19th of March 2015**

Resolution	Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes- in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on Votes polled
Resolution 1 To consider and approve Associate Stock Option Plan 2015("ASOP 2015").	Promoter and Promoter Group	2,89,85,760	2,89,41,710	99.84803	2,89,41,710	-	100.00	0.00
	Public – Institutional Investors	2,23,71,758	1,29,45,299	57.86447	10,80,821	1,18,64,478	8.35	91.65
	Public – Others	4,85,14,156	70,36,729	14.50449	70,35,339	1,390	99.98	0.02
	Total	9,98,71,674	48,923,738	48.99%	3,70,57,870	1,18,65,868	75.75%	24.25%
Resolution 2 To consider and approve the benefits and terms and conditions of Associate Stock Option Plan 2015 ("ASOP 2015").	Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes- in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on Votes polled
	Promoter and Promoter Group	2,89,85,760	2,89,41,710	99.84803	2,89,41,710	-	100.00	0.00
	Public – Institutional Investors	2,23,71,758	1,29,45,299	57.86447	10,80,821	1,18,64,478	8.35	91.65
	Public – Others	4,85,14,156	70,36,729	14.50449	70,35,339	1,390	99.98	0.02
	Total	9,98,71,674	48,923,738	48.99%	3,70,57,870	1,18,65,868	75.75%	24.25%



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COMPANY SECRETARIES

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

20th March 2015

To

The Chairman
Polaris Consulting & Services Limited
No. 244/713, Anna Salai,
Chennai – 600006.

SUB: SCRUTINIZER'S REPORT ON THE ELECTRONIC VOTING AND POLL IN RESPECT OF MATTERS SET-OUT IN THE NOTICE OF EXTRAORDINARY GENERAL MEETING.

Dear Sir,

1. I have been appointed as a Scrutinizer vide letter dated 23rd January, 2015 to scrutinize the e-voting in connection with the following matters set-out in the notice for the Extraordinary General Meeting ("EGM"), dated 19th March, 2015:

- a) To consider and approve Associate Stock Option Plan 2015 ("ASOP 2015"). ("**Resolution No.1**")
- b) To consider and approve the benefits and terms and conditions of Associate Stock Option Plan 2015 ("ASOP 2015"). ("**Resolution No.2**")

2. The Company had entered into an arrangement with Karvy Computershare Private Limited ("**Karvy**"), for providing the electronic voting ("**e-voting**") facility.

The Chairman also suo-moto ordered poll to be taken at the EGM for the aforementioned resolutions, and appointed me as the scrutinizer to ascertain the requisite majority. This report is in addition, to the report dated 19th March 2015, which was submitted by me to yourself at the commencement of the meeting, and presents the consolidated voting results as requested by you at the time of ordering the poll.

3. I submit my report as under

3.1 After the announcement of the poll, the representatives of Karvy / Company distributed to the members present poll papers, and the members present in person or by proxy, cast their votes in locked ballot boxes which were made available by the Company.



3.2 The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinised, with the assistance of the representatives of Karvy. The following process was followed at the time of scrutiny:

a) All the poll papers were numbered, and initialled by me for identification – there were 35 poll papers in all;

b) The representatives of Karvy were requested to confirm whether there were attendance slips from each person, who had cast the vote, whether in person (from the electronic register of members) or by proxy (from the valid proxies lodged with the Company and found to be valid by it) – the representatives of Karvy informed me that 2 (two) poll papers were not backed by attendance slips, for 3 (three) poll papers, they were unable to identify attendance slips as the folio number entered on the poll paper did not match with the name available in the register of members.. In addition, the representatives of Kary, identified that in respect of 1 (one) poll paper, the member had already cast his/her/its vote at the e-voting facility. Further, in respect of another poll paper, the representatives of Karvy informed me that there was a mismatch in the number of shares entered. I considered this along with the 6 (six) other poll papers as invalid and kept them separately.

3.3 The particulars of all the votes cast by the members both at the e-voting and the poll, are maintained in the electronic mode in format made available by Karvy.

4. Detail of aggregate of the total voting by evoting and by poll, is as follows:

Resolution No.	Total Number of members who have cast their vote through evoting and at the poll without considering the above seven (7) instances.	No. of Equity shares
Resolution No. 1	124	5,18,71,016
Resolution No. 2	124	5,18,71,016

5. The details of the aggregate of votes that have been construed to be valid under the evoting and poll, is as under:

Resolution No.	Total Number of members who have cast their vote without taking into account the seven (7) instances aforesaid and the eighteen (18) instances in evoting for reasons specified in the report dated 19 th March 2015	No. of Equity shares
Resolution No. 1	106	4,89,23,738
Resolution No. 2	106	4,89,23,738

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COMPANY SECRETARIES

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

7. The consolidated results of the evoting and the poll is as below:

Resolution No.	Total No. of Equity Shares	FOR		AGAINST	
		No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	48923738	37057870	75.75%	11865868	24.25%
Resolution No. 2	48923738	37057870	75.75%	11865868	24.25%

Place: Chennai
Date: 20th March, 2015

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