



**POLARIS CONSULTING & SERVICES LIMITED
(FORMERLY KNOWN AS POLARIS FINANCIAL TECHNOLOGY LIMITED)**

CIN: L65993TN1993PLC024142

Registered Office: No.244, Anna Salai, Chennai - 600 006.

Email Id: shareholder.query@polarisft.com, Website: www.polarisft.com;

Tel No.:91-44-3987 4000 Fax: 91-44-2852 3280

Notice is hereby given that an Extraordinary General Meeting of the Company will be held on **Thursday, the 19th March 2015 at 04 00 P.M.** at "Rani Seethai Hall", 603, First Floor, Anna Salai, Thousand Lights, Chennai-600 006 to transact the following businesses as SPECIAL BUSINESS:

1. To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT the Employee Stock Option Scheme of the Company namely Associate Stock Option Plan 2015 ("ASOP 2015") framed under the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014 (SEBI Regulations) and as amended from time to time as approved and recommended by the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) be and is hereby approved and the Board is hereby authorized on behalf of the Company to grant from time to time options to apply for equity shares and securities convertible into equity shares and shall include American Depository Receipts (ADRs), Global Depository Receipts (GDRs) or other depository receipts representing underlying equity shares or securities convertible into equity shares to eligible associates (Employees) of the Company (including Directors of the Company, whether whole time Director or not but excluding Independent Directors), provided that the number of Options that can be granted as reduced by the Options lapsed, surrendered, or cancelled shall not exceed 50,00,000 (Fifty lakhs only) convertible into equivalent number of Equity Shares of Rs.5/- (Rupees Five) each, subject to any increase or decrease in the number of options of ASOP 2015 due to any Corporate Action(s) such as issue of Bonus Shares, Split or Consolidation of Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby empowered to formulate such terms and conditions if any additionally required, procedures for grant or vesting of share(s)/Option(s) under ASOP 2015 and to administer, supervise and implement, alter, modify the terms and conditions of the ASOP 2015 which shall not be detrimental to the interests of the then existing option holders either directly by itself or through a Trust.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to withdraw, recall, accept, surrender or cancel options already issued / to be issued pursuant to this resolution and to reissue the options withdrawn, recalled, surrendered, cancelled, to reissue fresh options in lieu thereof at such price in such manner during such period in one or more tranches and on such terms and conditions as it may deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard to such issue(s) or allotment(s), including power to amend, vary or modify any of the terms and conditions of the scheme, the grant of options, issue or allotment of equity shares pursuant to the Options granted; without being required to seek any further consent or approval from the members of the Company as it may deem fit in the best interests of the Company and its employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve and bring into effect the ASOP 2015 on such terms and conditions as contained in the Explanatory Statement to this item in the notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ASOP 2015 in accordance with any guidelines or regulations that may be issued, from time to time, by any appropriate authority unless such variation(s), modification(s) or alteration(s) is detrimental to the interests of the

employees including but not limited to, amendments with respect to the vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the ASOP 2015, without any form of further reference, confirmation, approvals or sanctions from the members of the company, to the extent permissible by the SEBI (Share Based Employee Benefits) Regulations, 2014 and other relevant regulations in force.

2. To consider and if thought fit, to pass the following resolutions as a SPECIAL RESOLUTION:

RESOLVED THAT the benefits of the Associate Stock Option Plan 2015 (ASOP 2015) be extended to eligible associates (including Directors of the Company, whether Whole Time Director or not but excluding Independent Directors) of the Subsidiary and / or holding company and / or Associate Company of the Company on the terms and conditions as may be specified in ASOP 2015.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer or grant of options under ASOP 2015 or issue or allotment of equity shares pursuant to the options granted, or securities or instruments representing the same as described above, under ASOP 2015, the Board be and is hereby authorized on behalf of the Company to do all or any such acts, deeds, matters and things as may be required and / or under the SEBI (Share Based Employee Benefits) Regulations, 2014, the Companies Act, 2013 or other Acts/ Regulations as applicable or in its absolute discretion, for obtaining in principle approval and listing of the shares allotted upon exercise of options from the Stock Exchange(s), as it may deem necessary or desirable for such purpose, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard to such issue(s) or allotment(s), including power to amend, vary or modify any of the terms and conditions of the scheme, the grant of options, issue or allotment of equity shares pursuant to the options granted; without being required seek any further concern or approval from the members of the Company as it may deem fit.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid resolution shall in all respect rank pari-passu interse, as also with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of its powers herein conferred to any committee constituted thereof by the Board for the said purpose.

RESOLVED FURTHER THAT Polaris Associate Stock Option Plan Trust ("PASOPT") be and is hereby authorised to facilitate the exercise and funding the exercise of options by the Associates under ASOP 2003, ASOP 2004, ASOP 2011, ASOP 2015 or any other Stock Option Schemes to be implemented from time to time.

By order of the Board

**For POLARIS CONSULTING & SERVICES LIMITED
(Formerly known as Polaris Financial Technology Limited)**

Place : Chennai
Date : January 22, 2015

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

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013 with respect to the Special Businesses set out in the Notice is annexed.
2. A member entitled to attend this Extraordinary General Meeting is entitled to appoint a proxy to attend.
3. The instrument appointing the proxy, duly completed, stamped and signed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The Proxy Form for the EGM is enclosed herewith.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
5. Members / Proxies should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. The Notice of the EGM along with the attendance slip and proxy form is being sent by electronic mode to all the members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent by the permitted mode.
7. Members may also note that the notice of the EGM will be available on the Company's website, www.polarisft.com. The Notice will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members may write to us at shareholder.query@polarisft.com if they have any queries or require communication in physical form in addition to electronic communication.
8. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days upto the date of the EGM.
9. Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to members to cast their votes electronically on all resolutions set forth in this Notice.

**Annexure to the Notice – Explanatory Statement under Section 102(1)
of the Companies Act, 2013**

Item No.1 & 2:

The primary objective of the Company has always been to create high performance communities that create significant value for all stakeholders. The Company already has three Associate Stock Option Schemes namely ASOP 2003, ASOP 2004, and ASOP 2011 currently in force.

The existing schemes ASOP 2003 and ASOP 2004 shall continue until the options already granted to the Associates of the Company are exercised / lapsed / surrendered / cancelled. The details of three existing schemes are :

Scheme	Outstanding options as on 31.12.2014	Total Number of Options approved by the shareholders
ASOP 2003	10,53,600	38,95,500
ASOP 2004	3,76,700	10,84,745
ASOP 2011	41,35,100	49,60,000

Balance pool available in ASOP 2003 and ASOP 2004 shall not be available for further grant of options. However, the balance grantable options in ASOP 2011 are available for further grant. The Company has decided to introduce new Associate Stock Option Plan, namely ASOP 2015. The Management opined that the new scheme would encourage and reward eligible associates globally for their performance, commitment and support for the growth of the Company and to provide an incentive to continue contributing to the success of the Company. It is envisaged that ASOP 2015 Scheme will enable the Company to attract and retain resources across Globe.

Salient features of ASOP-2015 Scheme :

The Associate Stock Option Plan – 2015 policy has been drafted in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014.

- (a) Total number of options are to be granted pursuant to ASOP 2015 as reduced by the Options lapsed, surrendered, or cancelled shall not exceed 50,00,000 (Fifty Lakhs only) Options convertible into equivalent number of shares of Rs.5/- each.

Identification of classes of associates entitled to participate in ASOP :

1. All Associates are eligible to participate in the Scheme

- (b) Pricing of Options :

The Grant price per option shall be the Market Price or discount on Market Price as detailed below:

Band / Type	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
A. Market price upto Rs.126/-	NIL	NIL	NIL	NIL	NIL
B. Market Price greater than Rs.126 and up to Rs.360/-	15%	30%	50%	25%	Up to 50%
C. Market Price greater than Rs.360/-	10%	20%	50%	25%	Up to 50%

In case of B above, Grant Price (after discount) shall not be lower than the floor price of Rs.126/- . The Price Band shall be adjusted for corporate actions, if any.

(c) Exercise Period and Process of Exercise

The exercise period shall commence from the date of vesting and expire not later than 60 (sixty) calendar months from the relevant vesting date. Options vested and not exercised by the option grantee before the exercise period shall lapse.

Polaris Associate Stock Option Plan Trust (“PASOPT”) which is already formed by the Company can, at the discretion of Nomination and Remuneration & Compensation Committee administer Stock Option Plans of the Company and may facilitate the exercise of options including Cashless exercise of Options with the approval of the Nomination and Remuneration & Compensation Committee.

(d) The Vesting Period shall be as follows :

Vesting Schedule (From the date of Grant)	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
	As a % on Options granted				
At the end of year 1	10%	0%	0%	0%	0%
At the end of year 2	15%	0%	0%	0%	0%
At the end of year 3	20%	33%	33%	33%	33%
At the end of year 4	25%	33%	33%	33%	33%
At the end of year 5	30%	34%	34%	34%	34%

Options granted under Swarnam 301 and Swarnam 501 shall be vested based on 1) Attaining goals or 2) Achieving Targets or 3) Occurrence of an Event.

On the recommendations from Polaris ASOP Selection Committee, the Nomination and Remuneration & Compensation Committee shall specify the goals, targets, events and discount rate and communicate the same through grant letter at the time of grant.

The targets or goals as may be fixed by the Compensation committee shall be

1. Either Individual or team or the organization as a whole and
2. Financial or Event achievement

These options shall vest not less than 2 years from the date of grant or not later than 5 years from the date of grant.

The continuation of the option grantee in the service of the company or its subsidiaries shall be a primary requirement for vesting.

d-i) Additional Conditions:

- If the performance rating of an associate during a year, as per the policies of the company, is or lower than “P-“ or any equivalents thereof, or where disciplinary action is initiated in any of the year during the vesting period, then 20% of the options granted shall stand cancelled for each of such year(s).
- Those cancelled options shall be reduced from the options vesting immediately after the performance ratings are announced or disciplinary action is initiated.
- If there is any shortfall, then the balance shall be adjusted from subsequent vesting.

d-ii) Additional conditions for acceleration:

In addition to the vesting schedule as detailed above, where an option grantee is in service for not less than nine months during any financial year, vesting of balance unvested options under each type shall be accelerated (hereinafter referred to as Accelerated options) in the event of the percentage of growth in EPS for that financial year over the immediate previous financial year as indicated below:

1. EPS growth of 25% leads to accelerated vesting of 5% of the total options granted.
2. EPS growth of 40% leads to accelerated vesting of 10% of the total options granted.

The accelerated options shall be reduced from the options due for vesting in the immediate succeeding year.

The accelerated vesting referred to above shall vest on the option grantee on the relevant vesting date or the date of Consolidated Audited financial statements of the group for the financial year for which the EPS growth relates to, whichever is later.

For the purpose of the above, Earnings per Share or EPS means the diluted earnings per share as per group consolidated audited Balance Sheet of the Company.

d-iii) Maximum period within which the options shall be vested

The maximum period within which the options shall be vested is upon the completion of 5 years from the date of grant of option. However, if the targets are not achieved, then the options shall stand cancelled

(e) The appraisal process for determining the eligibility of associates for ASOP 2015

The Nomination and Remuneration & Compensation Committee determine the eligibility criteria for associates under ASOP 2015 based on evaluation of various parameters, such as length of service, grade, performance, commitment towards growth of the Company, technical knowledge, leadership qualities, merit, contribution and conduct, future potential, etc., and such other factors as may be deemed appropriate by it.

(f) Maximum number of options to be issued per employee and in aggregate

The maximum number of options granted to any one associate over the life of the scheme shall not be more than 1% of the issued equity share capital of the company at the time of grant of the option.

(g) The Company shall conform to the accounting policies specified in clause 15.1 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

(h) The Company shall follow the intrinsic method for valuations of options unless otherwise required by the Accounting Standards followed by the company

(i) In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report forming part of the Annual Report to be sent to the Shareholders for the ensuing Annual General Meeting of the Company and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors Report forming part of the Annual Report to be sent to the Shareholders for the ensuing Annual General Meeting of the Company.

The Directors, key managerial personnel of the company and their relatives are interested to the extent of their shareholding in the Company and to the extent they may be covered by the Schemes. Accordingly your Directors recommend the Special Resolutions in the best interests of the Company. The Draft copies of the Scheme is made available at the Registered Office of the Company for inspection.

By order of the Board

**For POLARIS CONSULTING & SERVICES LIMITED
(Formerly known as Polaris Financial Technology Limited)**

Place : Chennai
Date : January 22, 2015

Christina Pauline Beulah
Company Secretary & Compliance Officer

POLARIS CONSULTING & SERVICES LIMITED
(formerly known as Polaris Financial Technology Limited)
CIN: L65993TN1993PLC024142
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**Extraordinary General Meeting to be held on Thursday, the 19th March 2015 at 04 00 P.M. at
"Rani Seethai Hall", 603, First Floor, Anna Salai, Thousand Lights, Chennai-600 006.**

ATTENDANCE SLIP

Registered Folio No :(or)

Demat Account No.D.P.ID.No.....

Name of Shareholder(s)

I / We certify that I am / we are Member(s) / Proxy of the Member(s) of the Company holding
..... Shares.

.....
Signature of Member(s) / Proxy

- A member or his duly appointed Proxy wishing to attend the meeting must complete this Admission Slip and hand it over at the entrance of meeting hall.
- Name of the Proxy in BLOCK letters (in case a Proxy attends the meeting)
- Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.....

Form No. MGT-11
Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: L65993TN1993PLC024142

Name of the Company: Polaris Consulting & Services Limited

Registered Office: 244 Anna Salai, Chennai-600 006

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client Id & DP. Id:

I/We, being the Member(s) of _____ shares of the above named Company, hereby
appoint

1. Name :
Address :
E-mail Id :
Signature :, or failing him
2. Name :
Address :
E-mail Id :
Signature :, or failing him
3. Name :
Address :
E-mail Id :
Signature :, or failing him

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on **Thursday, the 19th March 2015 at 04.00 p.m.** at "Rani Seethai Hall", 603, First Floor, Anna Salai, Thousand Lights, Chennai-600 006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. To consider and approve Associate Stock Option Plan 2015 ("ASOP 2015").
2. To consider and approve the benefits and terms and conditions of Associate Stock Option Plan 2015.

Signed this _____ day of _____ 2015.

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.