

June 26, 2015

Polaris/SEC/2015-16

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 Annual General Meeting ("AGM") held on 23<sup>rd</sup> June 2015 transacted the following businesses :

S.No.	Description					
A	Date of AGM			23 <sup>rd</sup> June 2015		
B	Book Closure Date			12-06-2016 Cut off date for voting – 16-06-2015		
C	Total number of shareholders on record date			48,425		
D	No. of Shareholders present in the meeting either in Person or Through Proxy			Present in Person : 1120 Through Proxy : 2		
	Shareholders	Present in Person	Present through Proxy	Total	Shares	% to Capital
	Promoter and Promoter Group	1	--	1	20,020,938	19.99931
	Public	1,119	2	1,121	1,413,205	1.41168
	Total	1,120	2	1,122	21,434,143	21.41099
E	No. of the Shareholders attended the meeting through Video Conferencing : - No Video conferencing facility was made available.					

**Outcome of the Annual General Meeting of the Members of the Company :**

The Annual General Meeting of the Members of the Company was held on Tuesday, 23<sup>rd</sup> June 2015 at 3:00 P.M. at the "Rani Seethai Hall", No. 603, First Floor, Anna Salai, Thousand Lights, Chennai – 600 006. The mode of voting was by the way of E-Voting. The Shareholders transacted the business as provided in Annexure.

Scrutinisers Report is also enclosed.

Request you to kindly take same on record

Thanking you,  
Yours sincerely

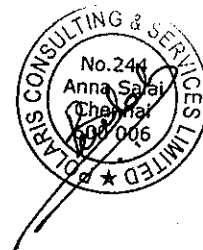
**For Polaris Consulting & Services Limited**  
(Formerly known as Polaris Financial Technology Limited)

**Christina Pauline Beulah**

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

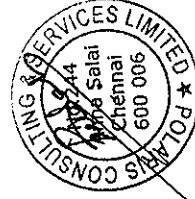
Encl: as above.

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



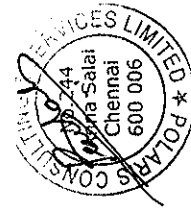
Results of the E-voting held during the period 20th June 2015 to 22nd June 2015

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1 - To receive, consider, approve and adopt: (i) the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon; and (ii) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015.	Promoter and Promoter Group	28985760	28941710	99.848	28941710	0	100	0
	Public - Institutional Holders	22946522	8068763	35.1633	8068763	0	100	0
	Public-Others	48175842	24009097	49.8364	24009097	0	100	0
	Total	100108124	61019570	60.9937	61019570	0	100.0000	0.0000
2 - To confirm the payment of the first interim dividend of 100% (Rs.5/- per equity share), and to declare a final dividend of 200% (Rs.10/- per equity share), for the financial year ended 2014-15	Promoter and Promoter Group	28985760	28941710	99.848	28941710	0	100	0
	Public - Institutional Holders	22946522	8109763	35.342	8109763	0	100	0
	Public-Others	48175842	24009098	49.8364	24009098	0	100	0
	Total	100108124	61060571	60.9946	61060571	0	100.0000	0.0000
3 - To appoint a Director in place of Mr. Abhay Kumar Agarwal (DIN: 00042882), who retires by rotation and being eligible, has offered himself for re-appointment.	Promoter and Promoter Group	28985760	28941710	99.848	28941710	0	100	0
	Public - Institutional Holders	22946522	8109763	35.342	5549881	2559882	68.4345	31.5654
	Public-Others	48175842	24009098	49.8364	24008933	165	99.9993	0.0006
	Total	100108124	61060571	60.9946	58500524	2560047	95.8074	4.1926
4 - To appoint a Director in place of Mr. Rajesh Mehta (DIN: 06410765), who retires by rotation and being eligible, has offered himself for re-appointment	Promoter and Promoter Group	28985760	28941710	99.848	28941710	0	100	0
	Public - Institutional Holders	22946522	8109763	35.342	5816775	2292988	71.7255	28.2744
	Public-Others	48175842	24009098	49.8364	24009033	65	99.9997	0.0002
	Total	100108124	61060571	60.9946	58767518	2293053	96.2446	3.7554



Results of the E-voting held during the period 20th June 2015 to 22nd June 2015

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
5 - To ratify the appointment of Auditors of the Company who were appointed at the 21st Annual General Meeting to hold office for a period of 2 years (i.e) till the conclusion of next Annual General Meeting of the Company to be held in the calendar year 2016, and to authorize the Board of Directors to fix their remuneration and to pass the following thereof as on Ordinary Resolution.	Promoter and Promoter Group	28985760	28941710	99.848	28941710	0	100	0
	Public - Institutional Holders	22946522	8109763	35.342	8109763	0	100	0
	Public-Others	48175842	24009098	49.8364	24009098	0	100	0
	Total	100108124	61060571	60.9946	61060571	0	100.0000	0.0000
6 - To appoint Ms. Uma Ratnam Krishnan as an Independent Director	Promoter and Promoter Group	28985760	28941710	99.848	28941710	0	100	0
	Public - Institutional Holders	22946522	8109763	35.342	8109763	0	100	0
	Public-Others	48175842	24009098	49.8364	24009098	65	99.9997	0.0002
	Total	100108124	61060571	60.9946	61060571	65	99.9999	0.0001
7 - To approve the appointment of Mr. Jitin Goyal as a Director, not liable to retire by rotation, and to approve the appointment of Mr. Jitin Goyal as an Executive Director of the Company and to approve the remuneration payable	Promoter and Promoter Group	28985760	28941710	99.848	28941710	0	100	0
	Public - Institutional Holders	22946522	8109763	35.342	7733626	376137	95.3619	4.638
	Public-Others	48175842	24009098	49.8364	23827383	181715	99.2431	0.7568
	Total	100108124	61060571	60.9946	60502719	557852	99.0864	0.9136
8 - To appoint Dr. Theodore Roosevelt Malloch Jr. (DIN 07011292) as Director	Promoter and Promoter Group	28985760	28941710	99.848	28941710	0	100	0
	Public - Institutional Holders	22946522	8109763	35.342	5816775	2292988	71.7255	28.2744
	Public-Others	48175842	23827480	49.4594	23827415	65	99.9997	0.0002
	Total	100108124	60878953	60.8132	58585900	2293053	96.2334	3.7666
9 - To appoint Mr. Jonathan Eric Beyman (DIN 07066811) as Director.	Promoter and Promoter Group	28985760	28941710	99.848	28941710	0	100	0
	Public - Institutional Holders	22946522	8109763	35.342	7733626	376137	95.3619	4.638
	Public-Others	48175842	23827480	49.4594	23827415	65	99.9997	0.0002
	Total	100108124	60878953	60.8132	60502751	376202	99.3820	0.6180



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

26<sup>th</sup> June 2015

To

The Chairman,  
Polaris Consulting & Services Limited,  
Polaris House, 244, Anna Salai,  
Chennai – 600006, India

**SUB: CONSOLIDATED SCRUTINIZER'S REPORT ON THE ELECTRONIC VOTING IN  
RESPECT OF MATTERS SET-OUT IN THE NOTICE OF 22<sup>nd</sup> ANNUAL GENERAL  
MEETING.**

Dear Sir,

1. I have been appointed as a Scrutinizer vide letter dated 30<sup>th</sup> April 2015 to scrutinize the Remote e-voting and the polling at the annual general meeting, in respect of the following matters set-out in the notice for the 22<sup>nd</sup> Annual General Meeting, dated 30<sup>th</sup> April 2015:

a) To receive, consider, approve and adopt:

(i) the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 and the reports of the Board of Directors and Auditors thereon; and

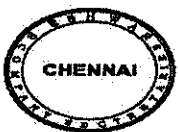
(ii) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015. ("**Resolution No.1**")

b) To confirm the payment of the first interim dividend of 100% (Rs.5/- per equity share), and to declare a final dividend of 200% (Rs.10/- per equity share), for the financial year ended 2014-15. ("**Resolution No.2**")

c) To appoint a Director in place of Mr. Abhay Kumar Agarwal (DIN: 00042882), who retires by rotation and being eligible, has offered himself for re-appointment. ("**Resolution No.3**")

d) To appoint a Director in place of Mr. Rajesh Mehta (DIN: 06410765), who retires by rotation and being eligible, has offered himself for re-appointment. ("**Resolution No.4**")

e) To ratify the appointment of Auditors of the Company who were appointed at the 21<sup>st</sup>



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Annual General Meeting to hold office for a period of 2 years (i.e) till the conclusion of next Annual General Meeting of the Company to be held in the calender year 2016, and to authorize the Board of Directors to fix their remuneration and to pass the following thereof as on Ordinary Resolution. (**Resolution No.5**)

f) To appoint Ms. Uma Ratnam Krishnan as an Independent Director. (**Resolution No.6**)

g) To approve the appointment of Mr. Jitin Goyal as a Director, not liable to retire by rotation, and to approve the appointment of Mr. Jitin Goyal as an Executive Director of the Company and to approve the remuneration payable. (**Resolution No.7**)

h) To appoint Dr.Theodore Roosevelt Malloch Jr. (DIN 07011292) as Director. (**Resolution No.8**)

i) To appoint Mr. Jonathan Eric Beyman (DIN 07066811) as Director. (**Resolution No.9**)

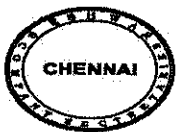
2. The Company had entered into an arrangement with Karvy Computershare Private Limited ("**Karvy**"), for providing the electronic voting ("**Remote e-voting**") facility and also an electronic voting solution ("**InstaPoll**") to enable its members to vote on the above matters at the meeting.

3. I submit my report as under, in respect of both (i.e) the e-voting and the InstaPoll.

3.1 The Remote e-voting period commenced on 20<sup>th</sup> June 2015 at 9.00 am IST and ended on 22<sup>nd</sup> June, 2015 at 5:00 pm IST.

3.2 We were provided by Karvy, the list of shareholders who have voted at the Remote e-voting facility, so as to ensure that voting by the shareholders / proxies is exercised only by those who have not voted using the Remote e-voting facility.

3.5 At the venue of annual general meeting, voting had commenced after the commencement of the meeting and was permitted at the end of the discussions on the resolutions also. After completion of voting at the meeting, Karvy made available to me, the details of votes cast at the InstaPoll.



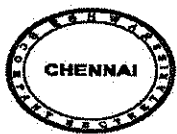
**4. The details of the InstaPoll, held at the Annual General Meeting, is as under:**

Resolution No.	Total Number of shareholders who have cast their vote by InstaPoll	No. of Equity shares
Resolution No. 1	47	4845
Resolution No. 2	47	4845
Resolution No. 3	47	4845
Resolution No. 4	47	4845
Resolution No. 5	47	4845
Resolution No. 6	47	4845
Resolution No. 7	47	4845
Resolution No. 8	47	4845
Resolution No. 9	47	4845

I considered the vote of one shareholder – being a corporate body as **INVALID**, as there was no resolution provided by such shareholder to attend and vote.

**5. I report to you the details of votes cast “FOR” and “AGAINST” under the InstaPoll held at the Annual General Meeting:**

Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	46	4790	4790	100%	0	0%
Resolution No. 2	46	4790	4790	100%	0	0%
Resolution No. 3	46	4790	4790	100%	0	0%
Resolution No. 4	46	4790	4790	100%	0	0%



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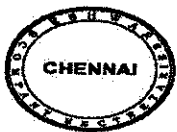
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Resolution No.	Total Valid Votes	Total No. of Equity Shares voting on the Resolution	FOR		AGAINST	
			No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 5	46	4790	4790	100%	0	0%
Resolution No. 6	46	4790	4790	100%	0	0%
Resolution No. 7	46	4790	4790	100%	0	0%
Resolution No. 8	46	4790	4790	100%	0	0%
Resolution No. 9	46	4790	4790	100%	0	0%

6. I unblocked the Remote e-voting results on Karvy's e-voting platform, in the presence of Ms. Lakshmi Rengarajan, and Ms. V Vasumathy, and downloaded the results.

7. Details of Remote e-voting that were cast between 20<sup>th</sup> June 2015 and 22<sup>nd</sup> June 2015 is as under:

Resolution No.	Total Number of shareholders who have cast their vote by Remote e-voting	No. of Equity shares
Resolution No. 1	122	66565696
Resolution No. 2	123	66606697
Resolution No. 3	123	66606697
Resolution No. 4	123	66606697
Resolution No. 5	123	66606697
Resolution No. 6	123	66606697
Resolution No. 7	123	66606697
Resolution No. 8	121	66425079
Resolution No. 9	121	66425079



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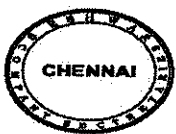
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**7. Details of scrutiny carried out in respect of the Remote e-voting:**

- a) With respect to Corporate Shareholders – the scrutiny is whether the Corporate Shareholder has provided a board resolution authorising a natural person to vote at a general meeting of the company.
- b) With respect to Mutual Funds – the scrutiny is whether the Trustee Company of the Mutual Fund has provided a board resolution authorising a natural person to vote at a general meeting of the company.
- c) With respect to FII's and FPI's – the scrutiny is availability of a Power of Attorney ("POA") given by the FII / FPI in favour of a custodian in India, and POA is scrutinized for the following:
- Whether the name of the FII / FPI in the POA attached is the same, or where there is a name mismatch – whether any SEBI registration certificate for the change in name is available or not;
  - Where the POA bears a date of execution;
  - Where the POA has been executed outside India – has the same has been Apostilled in that country;
  - Whether the POA has been adjudicated under the Indian Stamp Act – else the document cannot be valid in India;
  - Whether under the POA the FII/FPI has given the custodian – the custodian has a right to vote at general meetings and/or appoint a person as a proxy to attend and vote at a general meeting;
  - Whether the Custodian has by way of an applicable authorisation document, given a power to vote to its officer or any natural person.

**TREATING AS INVALID:** Based on the scrutiny as above, I considered 5550916 shares for each of the Resolutions, as NOT VALID, as the documents uploaded did not meet any one of the aforesaid conditions.





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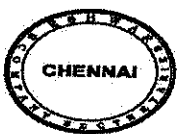
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8. I report to you the details of valid votes cast "FOR" and "AGAINST" under the Remote e-voting held between 20<sup>th</sup> June 2015 and 22<sup>nd</sup> June 2015:

Resolution No.	Total no share holders whose votes were considered valid	Total No. of Equity Shares with respect to which vote have been cast and considered valid	FOR		AGAINST	
			No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	103	61014780	61014780	100.0000%	0	0.0000%
Resolution No. 2	104	61055781	61055781	100.0000%	0	0.0000%
Resolution No. 3	104	61055781	58495734	95.8070%	2560047	4.1930%
Resolution No. 4	104	61055781	58762728	96.2443%	2293053	3.7557%
Resolution No. 5	104	61055781	61055781	100.0000%	0	0.0000%
Resolution No. 6	104	61055781	61055716	99.9999%	65	0.0001%
Resolution No. 7	104	61055781	60497929	99.0863%	557852	0.9137%
Resolution No. 8	102	60874163	58581110	96.2331%	2293053	3.7669%
Resolution No. 9	102	60874163	60497961	99.3820%	376202	0.6180%

9. The consolidated report on the votes cast through the InstaPoll (held at the annual general meeting) and Remote e-voting (held between 20<sup>th</sup> June 2015 and 22<sup>nd</sup> June 2015) is as below:

Resolution No.	FOR		AGAINST	
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	61019570	100.0000%	0	0.0000%



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Resolution No.	FOR		AGAINST	
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 2	61060571	100.0000%	0	0.0000%
Resolution No. 3	58500524	95.8074%	2560047	4.1926%
Resolution No. 4	58767518	96.2446%	2293053	3.7554%
Resolution No. 5	61060571	100.0000%	0	0.0000%
Resolution No. 6	61060506	99.9999%	65	0.0001%
Resolution No. 7	60502719	99.0864%	557852	0.9136%
Resolution No. 8	58585900	96.2334%	2293053	3.7666%
Resolution No. 9	60502751	99.3820%	376202	0.6180%

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S. E. A.

Place: Chennai.  
Date: 26<sup>th</sup> June 2015  
Time: 11:30 a.m.

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

Countersigned:  
For Polaris Consulting & Services Limited

  
Christina Pauline Beulah

