

PCSL/SEC/2017-18

September 26th 2017

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: Results of the Annual General Meeting pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015
Ref: ISIN INE763A1023

This is with further reference to our letter dated 31st August 2017 enclosing the Notice along with Explanatory statement connected with the convening of 24th Annual General Meeting of the Company which was held on 25th of September 2017 at No. 34 IT Highway, Navallur, Chennai – 600 130 to transact the business as detailed in the same.

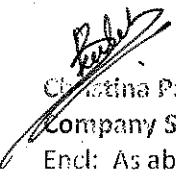
In connection with the above and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 we would like to inform you that the resolution mentioned in the aforesaid notice were passed by the Shareholders.

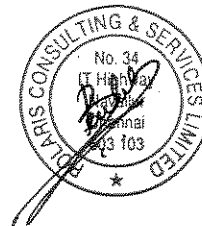
Attached are the e-voting Results along with the scrutinizer report.

We request you to kindly take the above information on record and ensure compliance.

Thanking You,

Yours sincerely,
For Polaris Consulting & Services Limited


Christina Pauline Beulah
Company Secretary and Compliance Officer
Encl: As above



Polaris Consulting & Services Limited

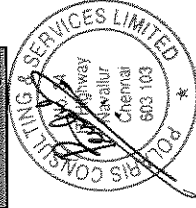
Registered Office & Corporate Headquarters: 34, IT Highway, Navallur, Chennai - 600.130, Tamilnadu, India
Ph: +91-44-3987 3000 | Fax: +91-44-2743 5128

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

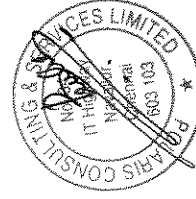
www.polarisFT.com

CIN No. L65993TN1993PLCO24142

POLARIS CONSULTING & SERVICES LIMITED										
Date of the AGM/EGM		25-09-2017								
Total number of shareholders on record date		39,831								
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:		1								
Public:		436								
No. of Shareholders attended the meeting through Video Conferencing										
Promoters and Promoter Group:		Not Applicable								
Public:		Not Applicable								
Resolution No.										
1										
ORDINARY - 01. (i) the audited financial statements of the Company for the Financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon. (ii) the audited Consolidated Financial statements of the Company for the Financial Year ended 31st March, 2017										
Whether promoter/ promoter group are interested in the agenda/resolution?										
No										
Category	Mode of Voting	No. of shares held (1)	No. of 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		
Promoter and Promoter Group	E-Voting		76,081,069	100.00	76,081,069	-	100.00	0.00		
	Poll			0.00	-	-	0.00	0.00		
	Postal Ballot (if applicable)	76,081,069		0.00	-	-	0.00	0.00		
	Total		76,081,069	100.00	76,081,069	-	100.00	0.00		
Public- Institutions	E-Voting		8,402,622	75.12	8,402,622	-	100.00	0.00		
	Poll			0.00	-	-	0.00	0.00		
	Postal Ballot (if applicable)	11,186,129		0.00	-	-	0.00	0.00		
	Total		8,402,622	75.12	8,402,622	-	100.00	0.00		
Public- Non Institutions	E-Voting		55,544	0.37	55,544	240	100.00	0.00		
	Poll			0.02	2,384	-	90.85	9.15		
	Postal Ballot (if applicable)	14,956,996		0.00	-	-	0.00	0.00		
	Total		58,168	0.39	57,928	240	99.59	0.41		
	Total	102,224,194	84,541,659	82.70	84,541,659	240	100.00	0.00		



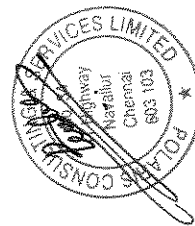
Resolution No.	ORDINARY - 02. To appoint a Director in place of Mrs. Rama Sivaraman, (DIN 07425519) who retires by rotation and being eligible, has offered herself for re-appointment as a Executive Director, to the extent that she is required to retire by rotation.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of 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			
Promoter and Promoter Group	E-Voting		76,081,069	100.00	76,081,069	-	100.00	0.00			
	Poll	76,081,069	-	0.00	-	-	0.00	0.00			
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00			
	Total		76,081,069	100.00	76,081,069	-	100.00	0.00			
Public- Institutions	E-Voting		8,402,622	75.12	8,402,622	-	100.00	0.00			
	Poll	11,186,129	-	0.00	-	-	0.00	0.00			
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00			
	Total		8,402,622	75.12	8,402,622	-	100.00	0.00			
Public- Non Institutions	E-Voting		55,544	0.37	55,309	235	99.58	0.42			
	Poll	14,956,996	2,624	0.02	2,384	240	90.85	9.15			
	Postal Ballot (if applicable)		-	0.00	-	-	0.00	0.00			
	Total		58,168	0.39	57,693	475	99.18	0.82			
	Total	102,224,194	84,541,859	82.70	84,541,884	475	100.00	0.00			



Resolution No.	ORDINARY - 03. To ratify the appointment of Auditors of the Company who were appointed at the 23rd Annual General Meeting to hold office for a period of 5 years (i.e) till the conclusion of Annual General Meeting of the company to be held in the calendar year 2024, and to authorize the Board of Directors to fix their remuneration and to pass the following thereof as an Ordinary Resolution									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	No. of shares held (1)	No. of 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			
Promoter and Promoter Group										
	Mode of Voting									
	E-Voting	76,081,069	100.00	76,081,069	-	100.00	0.00			
	Poll	-	0.00	-	-	-	0.00			
	Postal Ballot (if applicable)	76,081,069	0.00	-	-	0.00	0.00			
	Total	76,081,069	100.00	76,081,069	-	100.00	0.00			
Public- Institutions										
	Mode of Voting									
	E-Voting	11,186,129	75.12	8,402,622	-	100.00	0.00			
	Poll	-	0.00	-	-	-	0.00			
	Postal Ballot (if applicable)	11,186,129	0.00	-	-	0.00	0.00			
	Total	11,186,129	75.12	8,402,622	-	100.00	0.00			
Public- Non Institutions										
	Mode of Voting									
	E-Voting	14,956,996	0.37	55,344	200	99.64	0.36			
	Poll	-	0.02	2,384	240	90.85	9.15			
	Postal Ballot (if applicable)	14,956,996	0.00	-	-	0.00	0.00			
	Total	14,956,996	0.39	57,728	440	99.24	0.76			
	Total	102,224,194	82.70	84,541,419	740	100.00	0.00			



Resolution No.	SPECIAL - 04. Adoption of the New set of Articles of Associations of the Company as per the Companies Act, 2013										
Resolution required: (Ordinary/ Special)	No										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	No. of shares held (1)	No. of 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				
Promoter and Promoter Group											
E-Voting		76,081,069	100.00	76,081,069	-	100.00	0.00				
Poll		-	0.00	-	-	-	0.00				
Postal Ballot (if applicable)	76,081,069	-	0.00	-	-	-	0.00				
Total		76,081,069	100.00	76,081,069	-	100.00	0.00				
Public- Institutions											
E-Voting		4,833,562	43.21	4,832,798	764	99.98	0.02				
Poll		-	0.00	-	-	-	0.00				
Postal Ballot (if applicable)	11,186,129	-	0.00	-	-	-	0.00				
Total		4,833,562	43.21	4,832,798	764	99.98	0.02				
Public- Non Institutions											
E-Voting		55,544	0.37	55,309	235	99.58	0.42				
Poll		2,624	0.02	2,384	240	90.85	9.15				
Postal Ballot (if applicable)	14,956,996	-	0.00	-	-	-	0.00				
Total		58,168	0.39	57,693	475	99.18	0.82				
Total	102,224,194	80,971,799	79.21	80,971,560	1,239	100.00	0.00				





RBJV & ASSOCIATES
Company Secretaries

Flat No.7 , Door No 10,
Madhans, South Canal Bank Road,
Mandavelipakkam,
Chennai 600028
Mobile: 9962156708
E-Mail – jayanth.v@akshayamcorporate.com

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to Section 108,109 and 110 of the Companies Act, 2013 and Rule 20, 21 (2) and 22 of the Companies (Management and Administration) Rules, 2014]

26th September 2017

To

Prof. J. Ramachandran

Chairman

Polaris Consulting & Services Limited

Chennai - 600130

The 24th Annual General Meeting of the Equity Shareholders of Polaris Consulting & Services Limited held on 25th September, 2017 at No 34, IT Highway, Navallur, Chennai- 600130

Dear Sir,

I, Jayanth Viswanathan, Partner, RBJV & Associates, Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of Polaris Consulting & Services Limited (the Company) for the purpose of scrutinizing the votes cast through remote e-voting, e-voting at the venue by InstalPoll and Ballot paper in the 24th Annual General Meeting of the Equity Shareholders of Polaris Consulting & Services Limited, held on Friday, the 25th September 2017, at 10.00 AM, at No 34, IT Highway, Navallur, Chennai- 600130, in respect of the resolutions given in the notice, hereby submit my report as under:



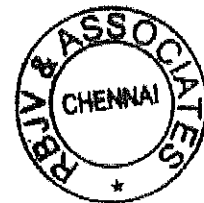
RBJV & ASSOCIATES
Company Secretaries

Flat No 7 , Door No 10,
Madhans, South Canal Bank Road,
Mandavelipakkam,
Chennai 600028
Mobile: 9962156708

E-Mail – jayanth.v@akshayamcorporate.com

- i. Pursuant to Section 101 and 108 of the Companies Act, 2013 (hereinafter referred to as Act) and Rule 20 of the Companies Management and Administration Rules, 2014, as amended upto date, the notices convening the meeting including statement under Sec 102 of the Act have been sent to all the members of the company through electronic means (wherever email ids were available) and to the other shareholders by speed post and courier on 30th August 2017. Notice convening the Annual General Meeting was also placed on the website of the company. The members of the company were given an option to vote electronically on e-voting platform, provided by the Karvy Computershare Private Limited.
- ii. The remote e-voting period commenced on 22nd September 2017 at 9.00 AM and ended on 24th September 2017 at 5.00 PM.
- iii. The list of shareholders who cast their votes through remote e-voting was unblocked in the presence of two witnesses on 25th September 2017, post the completion of Annual General Meeting.
- iv. After the time fixed for closing of the Poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
- v. The locked Ballot Box was subsequently opened in my presence along with two witnesses who were not employees of the company. No shareholder had voted via Ballot paper at the venue as Instapoll facility was provided at the meeting venue.

The results of remote e-voting and e-voting at the venue through InstalPoll and Ballot paper at the venue, in the Annual General Meeting are as under:





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1. RESOLUTION: ITEM NO 1:

- (i) Adoption of Standalone Financial Statements for the year ended 31st March 2017
(ii) Adoption of Consolidated Financial Statements for the year ended 31st March 2017

Type of Resolution: Ordinary Resolution

- (i) Voted **in favour** of the resolution:

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
Remote E-Voting	84	8,45,39,235	100
Instal Poll at the venue	12	2,384	90.85
Poll at the Venue (Ballot Paper)	0	0	0

- (ii) Voted **against** the resolution

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
Remote E-Voting	0	0	
Instal Poll at the venue	1	240	9.15
Poll at the Venue (Ballot Paper)	0	0	0

V. Jay



(iii) Invalid/Abstained Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid/abstained from voting	Total number of votes cast by them
Remote E-Voting	2*	49,481*
InstaPoll at the venue	0	0
Poll at the venue (Ballot Paper)	0	0

* Two shareholders abstained from voting out of which one shareholder abstained from voting his entire shareholding and the other shareholder holding 17554 shares, voted with only 6954 Shares and abstained to vote with balance 10600 shares. The 10,600 shares have been treated as votes abstained.

The above resolution was passed as an Ordinary Resolution with Requisite Majority.

2. RESOLUTION: ITEM NO 2:

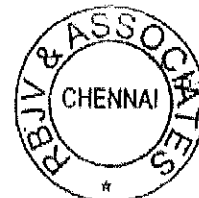
Re- Appointment of Mrs. Rama Sivaraman (DIN: 07425519) as Executive Director who retires by rotation

Type of Resolution: Ordinary Resolution

(i) Voted in favour of the resolution:

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
Remote E-Voting	83	8,45,39,000	99.99

V. Jay





InstalPoll at the venue	12	2,384	90.85
Poll at the Venue (Ballot Paper)	0	0	0

(ii) Voted against the resolution

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
Remote E-Voting	1	235	0.01
InstalPoll at the venue	1	240	9.15
Poll at the Venue (Ballot Paper)	0	0	0

(iii) Invalid/Abstained Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid/abstained from voting	Total number of votes cast by them
Remote E-Voting	2*	49,481*
InstaPoll at the venue	0	0
Poll at the venue (Ballot Paper)	0	0

* Two shareholders abstained from voting out of which one shareholder abstained from voting his entire shareholding and the other shareholder holding 17554 shares, voted with only 6954

V. Jay
RBJV & ASSOCIATES
CHENNAI



RBJV & ASSOCIATES
Company Secretaries

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Shares and abstained to vote with balance 10600 shares. The 10,600 shares have been treated as votes abstained.

The above resolution was passed as an **Ordinary Resolution with Requisite Majority.**

3. RESOLUTION: ITEM NO 3:

Ratification of appointment of auditors of the Company

Type of Resolution: Ordinary Resolution

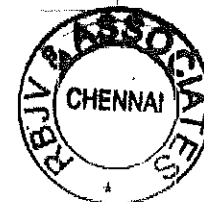
(i) Voted **in favour** of the resolution:

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
Remote E-Voting	83	8,45,39,035	99.99
InstalPoll at the venue	12	2,384	90.85
Poll at the Venue (Ballot Paper)	0	0	0

(ii) Voted **against** the resolution

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
Remote E-Voting	1	200	0.01
InstalPoll at the venue	1	240	9.15
Poll at the Venue (Ballot Paper)	0	0	0

V. Jay





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Invalid/Abstained Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid/abstained from voting	Total number of votes cast by them
Remote E-Voting	2*	49,481*
InstaPoll at the venue	0	0
Poll at the venue (Ballot Paper)	0	0

* Two shareholders abstained from voting out of which one shareholder abstained from voting his entire shareholding and the other shareholder holding 17554 shares voted with only 6954 Shares and abstained to vote with balance 10600 shares. The 10,600 shares have been treated as votes abstained.

The above resolution was passed as an Ordinary Resolution with Requisite Majority.

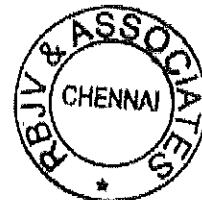
4. RESOLUTION: ITEM NO 4:

Adoption of new set of Articles of Association of the Company as per The Companies Act, 2013

Type of Resolution: Special Resolution

(i) Voted in favour of the resolution:

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
Remote E-Voting	75	8,09,69,176	99.99





InstalPoll at the venue	12	2,384	90.85
Poll at the Venue (Ballot Paper)	0	0	0

(ii) Voted **against** the resolution

Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
Remote E-Voting	2	999	0.01
InstalPoll at the venue	1	240	9.15
Poll at the Venue (Ballot Paper)	0	0	0

(iii) **Invalid/Abstained** Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid/abstained from voting	Total number of votes cast by them
Remote E-Voting	0*	3618541*
InstalPoll at the venue	0	0
Poll at the venue (Ballot Paper)	0	0

V. Jay



*Nine shareholders abstained from voting out of which one shareholder holding 17554 shares voted with only 6954 Shares and abstained to vote with balance 10600 shares, which has been treated as votes abstained.

The above resolution was passed as a Special Resolution with Requisite Majority.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" the resolution is enclosed.

All the electronic data and relevant records were sealed and handed over to the Company Secretary for safe keeping.

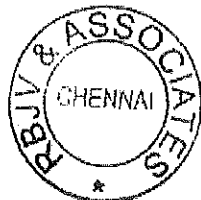
Thanking you,

Yours faithfully,

For **RB JV & Associates**

Practising Company Secretaries

Firm Regn No.P2016TN053800



Jayanthi Viswanathan

Partner,

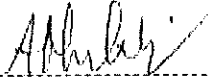
F7968; CP 14642

Place: Chennai

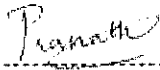
Dated: 26th September 2017

Witnesses

1. Meenakshi




2. Pranathi C



Countersigned by:

For Polaris Consulting & Services Limited


Christina Pauline Beulah

Company Secretary

