



Jayanth Viswanathan
Practising Company Secretary

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**CONSOLIDATED SCRUTINIZER'S REPORT FOR POSTAL BALLOT, REMOTE
E-VOTING AND INSTAPOLL CONDUCTED AT THE MEETING OF EQUITY
SHAREHOLDERS OF POLARIS CONSULTING & SERVICES LIMITED CONVENED
BY THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH ON 6TH
SEPTEMBER 2019**

[Pursuant to Sections 108, 109, 110 and 230-232 of the Companies Act, 2013 read with Rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014 and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

To,


Mr. Kannan

The Chairman of the NCLT convened Meeting of the Equity Shareholders of M/s. POLARIS CONSULTING & SERVICES LIMITED, held on Friday, 6th September, 2019 at 10:00 A.M at No.34, IT Highway, Navallur, Chennai - 600130

Sub: Consolidated Scrutinizer's Report on Postal Ballot, Remote e-voting and voting conducted through InstaPoll at the meeting of equity shareholders of the Company convened by the National Company Law Tribunal, Chennai Bench

Dear Sir,

I, Jayanth Viswanathan, Company Secretary in Practice, Partner of M/s. RBJV & Associates, have been appointed as Scrutinizer in respect of the Meeting of Equity Shareholders of M/s. POLARIS CONSULTING & SERVICES LIMITED ('the Company'), to be held on Friday, the 6th day of September, 2019 at 10:00 A.M at No.34, IT Highway, Navallur, Chennai - 600 130, as per the directions of NCLT, for the purpose of considering and if thought fit approving the Composite Scheme of Arrangement between Polaris Consulting & Services Limited ('Transferor Company') and Virtusa Consulting Services Private Limited ('Transferee Company') and their respective shareholders ('Scheme').


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Further, pursuant to the provisions of Section 230 and 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, the Company has also provided facility of postal ballot and e-voting to its equity shareholders for approval of the Scheme.

Accordingly, voting by Equity Shareholders of the Company for approval of the Scheme has been carried out through (i) Postal ballot; (ii) e-voting; and (iii) InstaPoll voting at the venue of the meeting.

I hereby submit my report as under:

- 1) The Company on 2nd August, 2019 completed the dispatch of the Postal Ballot forms along with notices of meeting to the equity shareholders of the Company.
- 2) The shareholders holding shares as on the "cut off" date i.e. 26th July, 2019 were entitled to vote on the proposed resolution as set out in the Notice.
- 3) Remote E-Voting and Voting by way of Postal Ballot commenced on 7th August, 2019 (9.00 A.M) and ended on 5th September, 2019 (5.00 P.M.).
- 4) Additionally, the Equity Shareholders of the Company, who had not voted either by way of remote e-voting or Postal Ballot form earlier were allowed to vote by way of Insta poll at the venue.
- 5) The Company has provided Remote E-voting facility through Karvy Computershare Private Limited.
- 6) Pursuant to the provisions of the Companies Act, 2013, I unblocked the remote e-voting results on the Karvy e-voting platform on 6th September, 2019 at 10.57 AM in the presence two witnesses, namely Ms. Sri Anjana and Ms. K.Jeevitha ,who are not in the employment of the Company.
- 7) The details containing, inter- alia , list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Karvy Computershare Private Limited.

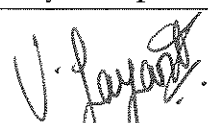

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- 8) Particulars of all the Postal Ballot forms received from the shareholders have been entered in a register separately maintained for the purpose. The postal ballot forms received till 5th September 2019 (5:00 P.M) have only been considered. We have relied on the information provided by M/s Karvy Computershare Private Limited, the Registrar and Share transfer Agent (RTA) of the Company with regard to details regarding number of shares held and verification of specimen signatures of Equity Shareholders.
- 9) The Postal Ballot forms, which were incomplete, and/or which were otherwise found defective have been treated as invalid and kept separately.
- 10) At the meeting conducted on Friday, 6th September, 2019 at No. 34, IT Highway, Navallur, Chennai- 600130, the insta poll devices were kept at the meeting venue for voting.
- 11) The insta poll results were unlocked in my presence and the results were diligently scrutinized. The details of members who voted in InstaPoll were reconciled with the records maintained by the Company and the authorizations and proxies lodged with the Company.
- 12) As per the Order of the NCLT dated 25th July 2019, the quorum for the NCLT convened meeting of the Equity Shareholders is 30.
- 13) The combined result of voting seeking approval of the Scheme is provided hereunder:

Item No.1

Resolution: To approve the Composite Scheme of Arrangement between Polaris Consulting & Services Limited and Virtusa Consulting Services Private Limited and their respective shareholders:

Total Number of Members present in Person or by Proxy or by Authorised Representative	61
Total Number of Shares held by the Members present in Person or by Proxy or by Authorised Representative	10,08,58,181
Total Number of Members present in Person or by Proxy or by Authorised Representative who cast their votes by InstaPoll	23
Total Number of valid votes (shares) cast by them by Instapoll	1128


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(i) Voted in Favour of the resolution:


Voting Method	Number of members	Number of votes cast by them	% of total number of valid votes cast
E-voting	76	10,09,30,775	99.9969%
Postal Ballot	28	1,629	53.3574%
Poll through InstaPoll at the meeting	22	1,128	96.741%
Total voting	126	10,09,33,532	99.9955%

(ii) Voted Against the resolution:

Voting Method	Number of members	Number of votes cast by them	% of total number of valid votes cast
E-voting	9	3,113	0.00308%
Postal Ballot	10	1,424	46.6426%
Poll through InstaPoll at the meeting	1	38	3.25901%
Total voting	20	4575	0.0045%

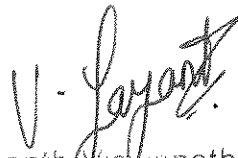
(iii) Invalid votes:

Voting Method	Total number of members whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Postal Ballot	14	614
Poll through InstaPoll at the meeting	0	0
Total voting	14	614


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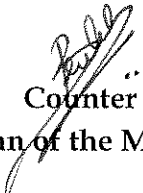
- 14) The list of Equity Shareholders who voted "FOR" and "AGAINST" the resolution is enclosed as Annexure - I (through remote e-voting, postal ballot and insta poll at the meeting venue).
- 15) The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.

Place: Chennai
Date: 06.09.2019


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Jayanth Viswanathan,
Company Secretary in Practice
Scrutinizer
M.No. 7968
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Counter signed
Chairman of the Meeting

Annexure - I List of Equity Shareholders who voted "FOR" and "AGAINST" the Resolution (through remote e-voting, postal ballot and insta poll at the meeting venue)

POLARIS CONSULTING & SERVICES LIMITED					
Regd. Office: No. 34, IT Highway, Navallur, Chennai - 600130					
Voting Vide E-Voting					
S. No	Folio No.	Name of Shareholder	No. of Equity Shares Held	No. of Votes cast	
				FOR	AGAINST
1	IN30154952482859	SWAPNIL SURESH RANADIVE	3000	3000	
2	IN30154915099764	S AMBAL	300	300	
3	IN30115112963338	A MUTHUSAMY	50	50	
4	IN30302865390898	MANGESH MILIND GUPTA	5250	5250	
5	IN30236510633278	VIKAS KUMAR RASTOGI	5	5	
6	1203500000128670	M. GURUDATH HEGDE	26	26	
7	IN30290242901955	MADHU K	1000	1000	
8	IN30267931480960	S RADHAKRISHNAN	30	30	
9	IN30154935256934	VASUDEV TELIKICHERLA	1500	1500	
10	IN30051312287995	SHREYAS NAYAK	50	50	
11	IN30023912776833	SATYENDER GOLLA	1	1	
12	1203440000012510	JOHN RONALD PEREIRA	10	10	
13	IN30154938686753	AMRUTA NAIK	200	200	
14	1201350000092960	VIRTUSA CONSULTING SERVICES PRIVATE LIMITED	100818733	100818733	
15	POL052804	VIRTUSA CONSULTING SERVICES PRIVATE LTD	18193	18193	
16	IN30039411924818	C R S BHARADWAJ	1	1	
17	IN30102220165610	MURALI KRISHNA SAMMETA	300	300	
18	IN30127630443548	ASHOK WALIA	50	50	
19	IN30039411485906	N VAIDHIYANATHAN	30	30	
20	IN30154957949930	BRIJESH CHANDRA	2700	2700	
21	IN30290242078547	AMIT GROVER	25	25	
22	IN30021410869118	CHANDRASEKHAR KARANAM	50	50	
23	IN30108022854168	D SATHISH BABU	25	25	
24	IN30115120196172	PRIYA KOSHY	50	50	
25	IN30154936161696	KAMALKUMAR R NARIANI	455	455	
26	IN30290240553203	JAIRAM V	100	100	
27	IN30154956491385	SUHAS SHAMANNA NARAYANAMURTHY	1350	1350	


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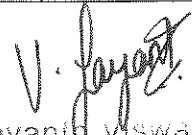
28	IN30039415331789	ORBITECH EMPLOYEES WELFARE TRUST	10474	10474
29	IN30047643476177	MANIKANT GUPTA	1500	1500
30	IN30039410480912	CHANDRA PRABHU TTD CHARITIES	3626	3626
31	IN30047642333156	DARSANAM BABU RAO	3	3
32	IN30108022152234	K SUBRAMANIAN	143	143
33	IN30047640809590	R NARESH	1000	1000
34	POL042264	R NARESH	150	150
35	IN30154957242008	CHANDRIKA KRISHNAPRASAD	3000	3000
36	IN30163740585506	SRIVATHSAN V M	3000	3000
37	POL052046	C.S.CHANDRASEKAR	1	1
38	POL052031	K.GOVINDARAAN	1	1
39	POL052049	T.K.RAMANAN	1	1
40	IN30082910639374	DENZIL F.G. D SOUZA	100	100
41	POL052045	M.R.VENKATESAN	1	1
42	1205420000001710	ATUL SHOBHAGYCHAND PATTANI	85	85
43	IN30290240748828	C SRINIVASAN	385	385
44	1204720002516110	JYOTI SIDHESH BANDODKAR	5	5
45	IN30154952465665	R SENTHILKUMAR	5000	5000
46	IN30154916359956	JERINA D SOUZA	1020	1020
47	IN30051318913239	HARICHARAN SANGEM	751	751
48	POL018585	NITIN MEHTA	150	150
49	1203600001834240	SASIKANTH VALLEM	3000	3000
50	IN30037810445854	ARVINDER PAL SINGH BHATIA	50	50
51	IN30154930065058	SHALIGRAM RAMACHAR KANHAIYA	10	10
52	IN30135620521234	K R SHALIGRAM	10	10
53	1204880000249260	SHALIGRAM K R .	10	10
54	IN30154916097011	D DEVA IRAKKAM	150	150
55	N000007	NARESH R	500	500
56	IN30039410401255	GANGAYA PANDIT	2580	2580
57	POL052028	S.SRIRAM	1	1
58	1202180000006090	ESWARAMMA GUNTUKU	50	50
59	1301240005177980	ASHFAQ A KALKOTI	3000	3000
60	IN30267930737359	RAJIV NARSIDAS SHARAF	205	205
61	IN30154916830130	K KASTHURI RANGAN	750	750
62	POL042572	SHAILENDRA DATTARA J KHOT	150	150


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63	IN30045010366791	BELA SANJAY SHAH	150	150	
64	IN30045010442520	SANJAY PRAKASH SHAH	150	150	
65	1203970000075830	K.SANJAY .	25	25	
66	IN30357510109834	NILESHBHAI JECHANDBHAI MEGHANI	2000	2000	
67	IN30302858441076	RUSSEL SUNIL AMARAL	200	200	
68	IN30039411498610	S GANESAN	500	500	
69	IN30154930613580	MANISH SINHA	10	10	
70	IN30039411901490	K SRIDHARAN	600	600	
71	IN30154918175518	KUMAR NARAYAN	900	900	
72	IN30154918047313	PREETHA MANIRANGAN	540	540	
73	IN30068510677150	PREM TILAK IYER	8504	8504	
74	IN30133019820992	ASHWIN KEDIA	20000	20000	
75	IN30131320635963	BARATHY K SHANKAR	1200	1200	
76	POL052946	ASHOK KUMAR B	1650	1650	
77	1208160000176654	MOHAN GHANSHAMDAS CHANDIRAMANI	1		1
78	1201250000021135	DOLLY B. BILLIMORIA	500		500
79	1304140007041521	ARIJIT DUTTA	1		1
80	IN30154953009011	SURENDER KUMAR GURUSAMY	16		16
81	1201210100009772	AJAY GUPTA	250		250
82	IN30018311006927	VISWANATHAN S	70		70
83	IN30115112124492	ALKABEN SHAH	500		500
84	IN30115112124484	HANSABEN SHAH	375		375
85	1202900000000507	MAHESHWARI SHARE AND STOCK BROKERS PVT. LTD.	1400		1400

Voting Vide Postal Ballot

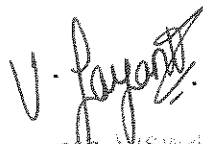
S. No	Folio No.	Name of Shareholder	No. of Equity Shares Held	No. of Votes cast	
				FOR	AGAINST
1	IN30198310130674	NEETA JAIN	10	10	
2	IN30169612393342	TEJASWINI MENON V	6	6	
3	IN30002010224717	NARESH SHANTILAL MINAWALA	100	100	


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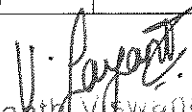
4	IN30039411092564	K NEELADRI REDDY	100	100
5	IN30047640978418	SHIRIN ANIS KALANGI	1	1
6	IN30001110202036	PARMESHWAR VASUDEV RAO	10	10
7	IN30039414889827	B B LAL	200	200
8	1202990001831889	PRASAD TULSIRAM MANJREKAR	2	2
9	IN30189510542432	G UMESH RAO	50	50
10	IN30214810280383	SHOBHA	100	100
11	1301740000077545	A. SHANTHI .	10	10
12	IN30177417203111	VENKATA MURALIDHARA RAO BATHULA	1	1
13	IN30048410128305	MANILAL MULJI KARANI	600	600
14	IN30323710105494	SALMA SULTANA	1	1
15	1301670000688192	HIMANSHU A TRIVEDI	5	5
16	1203350002353924	BISHNUPADA DUTTA	5	5
17	1301380000007291	S MARIAPPAN	50	50
18	IN30323710105486	G ABDUL WAHID	1	1
19	IN30163741400001	JAYAPRAKASH A	1	1


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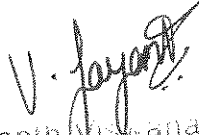
20	IN30048414008143	HARISH AMRATLAL SHAH	10	10	
21	IN30125013150695	PRANABKUMAR SENGUPTA	74	74	
22	IN30131320146352	SUBBU RAMAN S	1	1	
23	POL019145	HARISH MAINDAN	150	150	
24	IN30131322150501	GOPAL HANAMANT DESHPANDE	5	5	
25	IN30048411631567	RAKHAL CHANDRA HATI	25	25	
26	1203000000009578	SWARNA HATI	100	100	
27	IN30045010180158	U.DHARMALINGAM	10	10	
28	1302080000133801	ANIS SAIFUDDIN KALANGI	1	1	
29	1201580000292003	DEVIKA S	1		1
30	1201320000332641	PRABHULAL RATILAL SONI	250		250
31	IN30169611271142	RADHA BALAGOPALAN	3		3
32	1203600001611982	SHANMUGAM .	1		1
33	IN30169612194238	UMAPARVATHY VIJAYAKUMAR	6		6
34	IN30103924520796	VINESHCHANDRA HIRALAL VITHALANI	150		150


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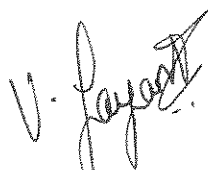
35	IN30045010797862	JEHANGIR PHIROZE PATEL	800	800
36	IN30023910617599	CHACKATTU GEORGE PHILIP	200	200
37	IN30039413341759	UMA VIJAYA KUMAR	8	8
38	1204470005731511	RAMALINGAM VIDYASANKAR	5	5
Voting Vide Postal Ballot treated invalid				
S. No	Folio No.	Name of Shareholder	No. of Equity Shares Held	No. of Votes cast
				Considered Invalid
39	IN30135620021069	G SAGARE	200	200
40	1203760000791899	PATTATHIL JOSEPH JOHNY	10	10
41	IN30131321595967	KUTTIAMMAL S	1	1
42	IN30082910723871	VIVEK VASANT YARDI	10	10
43	1205430000004337	SUDIP CHANDRAKANTBHAI SONI	50	50
44	IN30039413048876	VIJAYA KUMAR M R	10	10
45	IN30169610777544	VIJAYA KUMAR.M.R	2	2
46	1206690000602720	JAGDISH LAL GULATI	100	100
47	IN30109810117431	PRADEEP K NAIK	20	20
48	IN30044110464066	VASANTHA NAGARAJAN	4	4


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49	IN30039411833885	SURAJKUMAR R SAYANI	50	50	
50	1202170000000751	KAMALAKAR NEMUSA LAD	6	6	
51	POL052028	S.SRIRAM	1	1	
52	IN30051310011607	MR PRADEEP KANTILAL DESAI	150	150	
Voting Vide InstaPoll					
S. No	Folio No.	Name of Shareholder	No. of Equity Shares Held	No. of Votes cast	
				FOR	AGAINST
1	1203320008827864	ARCHANA J	1	1	
2	1203320008840805	JAICHAND P	1	1	
3	1203760000595114	JAICHAND P	1	1	
4	1304140004641573	BHARAT KUMAR JAIN	1	1	
5	IN30039418943426	JAICHAND P	2	2	
6	IN30044110674334	ARCHANA J	1	1	
7	IN30048418380964	T R SRIDHARAN	1	1	
8	IN30048420145608	MAYTHINI SRIDHARAN	1	1	
9	IN30154914710889	PINNI SREENIVASULU	1	1	
10	IN30154914711566	PINNI NAGAMANI	148	148	


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11	IN30154915243223	SREENIVASULU PINNI	10	10	
12	IN30163740832597	S SANGITA	20	20	
13	IN30163741159143	P JAICHAND	1	1	
14	IN30163741334133	P SHYAM SUNDARI	1	1	
15	IN30163741480802	ARTHI J	1	1	
16	IN30214810109728	T R SRIDHARAN	3	3	
17	IN30226914243151	SAMATHA KUMARI	2	2	
18	IN30267930331124	PINNI SREENIVASULU	10	10	
19	IN30290241574223	R MURALI	1	1	
20	IN30309310030974	CHANDRASEKARAN K	20	20	
21	POL052041	LALITHA VIJAY	1	1	
22	POL052945	K KASTHURI RANGAN	900	900	
23	IN30131320794645	VASANTHA P	38		38


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