

PCSL/SEC/2016-17

March 24<sup>th</sup> 2017

1. **The National Stock Exchange of India Ltd.,**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051.
2. **The Bombay Stock Exchange Ltd.**  
1<sup>st</sup> Floor, New Trade Ring, Rotunda Building, PJ Towers,  
Dalal Street, Fort, Mumbai – 400 001.

Dear Sirs,

Sub: Results of the Postal Ballot pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015  
Ref: ISIN INE763A1023

This is with further reference to our letter dated 18<sup>th</sup> February 2017 enclosing the Notice along with Explanatory statement for seeking the consent of shareholders by Ordinary Resolution vide postal Ballot in respect of the approval of increase in limits of related party transaction.

S. No.	Particular	Remarks
A	Period of Postal Ballot	20 <sup>th</sup> February 2017 to 22 <sup>nd</sup> March 2017
B	Record Date	10 <sup>th</sup> February 2017

The Ordinary resolution set out in the Notice of the Postal Ballot dated 10<sup>th</sup> February 2017 requires a simple majority in favour of the Resolution in order to pass the Resolution.


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 by the requisite majority.

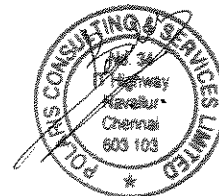
Attached are the voting Results of the said Postal Ballot along with the scrutinizer report.

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**

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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](mailto:jayanth.v@akshayamcorporate.com)

**FORM No. MGT-13**  
**Report of Scrutinizer**

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]*

To

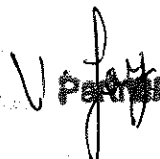
The Chairman  
Polaris Consulting & Services Limited  
244/713, Anna Salai,  
Chennai -600006

Dear Sir,

I, Jayanth Viswanathan, Partner, RBJV & Associates, Company Secretaries, appointed as Scrutinizer by the Board of Directors of M/s. Polaris Consulting & Services Limited (the Company) for the purpose of scrutinizing the votes cast through postal ballot, in respect of the resolutions given in the notice dated 10<sup>th</sup> February 2017, hereby submit my report as under:

- i. Pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as Act) and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended upto date, the postal ballot notices including statement under Section 102 of the Act, were sent to all those whose names were mentioned in the register of members of the company as on 10<sup>th</sup> February 2017 (cut-off date), by electronic means to the members who have registered their email ID and to the other shareholders by courier, along with Postal Ballot Forms by 18<sup>th</sup> February 2017. Postal Ballot Notice 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 Karvy Computershare Private Limited (Karvy).
- ii. The e-voting period commenced on 20<sup>th</sup> February 2017 at 9.00 AM and ended on 22<sup>nd</sup> March 2017 at 5.00 PM.
- iii. The company received votes through E-Voting and postal ballot forms.
- iv. The sealed prepaid postage envelopes received were opened in my presence along with two witnesses who were not employees of the company, and poll papers were diligently scrutinized on 22<sup>nd</sup> March 2017. The poll papers were reconciled with the records maintained by the company, through Registrar and Transfer Agent and authorizations lodged with the company.

For RBJV & ASSOCIATES

  
Jayanth Viswanathan  
Partner



- v. The list of shareholders who cast their votes through remote e-voting was unblocked in the presence of two witnesses on 23<sup>rd</sup> March 2017 at 10.00 AM.
- vi. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- vii. The resolution being a resolution under Section 188 of the Companies Act 2013, as per second proviso of the said section read with regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 the details of related parties of the company was sought and their votes have not been considered for the purpose of this report.

The result of the E-Voting together with voting through Postal Ballot is as under:

**Resolution: Item No 1:** Approval of increase in limits of related party transaction

**Type of Resolution:** Ordinary Resolution

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

Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-Voting	120	97,52,706	93.16
Postal Ballot	131	41,945	96.28

(ii) Voted **against** the resolution

Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total valid votes cast
E-Voting	11	7,16,400	6.84
Postal Ballot	48	1,621	3.72

For RBJV & ASSOCIATES



(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
E-Voting	4*#	34,699
Postal Ballot	39*	4098

\*one shareholder each in the E-Voting and in postal Ballot have voted less than the actual shares held and the balance has been considered under votes abstained.

# Related parties who have voted electronically have been included in invalid votes.

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

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" the resolution and those who have "ABSTAINED" to vote and "INVALID" votes is enclosed.

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

Thanking you,

Yours faithfully,  
For RBJV & Associates

Jayanth Viswanathan  
Partner

Membership No. FCS 7968 CP 14642

Place: Chennai

Dated: 24<sup>th</sup> March 2017



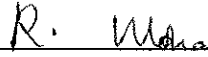
RBJV & ASSOCIATES  
Company Secretaries

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Madhans, South Canal Bank Road,  
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Chennai 600028  
Mobile: 9962156708

E-Mail – [jayanth.v@akshayamcorporate.com](mailto:jayanth.v@akshayamcorporate.com)

Witnesses

1. Mr. R.Mohan  
Chartered Accountant


  
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2. Mr. M.Srinivasan  
Chartered Accountant

  
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**Countersigned by:**  
**For Polaris Consulting & Services Limited**



  
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