



Jayanth Viswanathan
Practising Company Secretary

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Report of Scrutinizer

[Pursuant to Section 230-232 of the Companies Act, 2013 and Rule 9 & 13 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

To,
Mr. Hari Raju Mahadevu

The Chairman of the NCLT convened Meeting of the Unsecured Creditors of M/s. **POLARIS CONSULTING & SERVICES LIMITED**, held on Friday, 6th September, 2019 at 11:00 A.M at No.34, IT Highway, Navallur, Chennai -600130.


Sub: Scrutinizer's Report for Poll conducted on Friday, 6th September, 2019 at No. 34, IT Highway, Navallur, Chennai- 600130

Dear Sir,

I, Jayanth Viswanathan, Company Secretary in Practice, Partner of M/s. RBJV & Associates, have been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, Chennai Bench ('NCLT') vide Order dated 25th July, 2019 in CA/695&696/CAA/2019 in respect of the Meeting of Unsecured Creditors of M/s. POLARIS CONSULTING & SERVICES LIMITED ('the Company'), to be held on Friday, the 6th day of September, 2019 at 11:00 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').

I hereby submit my report as under:

- 1) The Unsecured Creditors of the Company holding debt as on the "cut off" date i.e. 30th June, 2019 were entitled to vote on the proposed resolution as set out in the Notice.
- 2) At the meeting conducted on Friday, 6th September, 2019 at No. 34, IT Highway, Navallur, Chennai- 600130, after the time fixed for the poll by the Chairman, the ballot box kept for polling was locked in the presence of members and authorized representatives with due identification marks placed by me.


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- 3) The ballot box was subsequently opened in my presence and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations lodged with the Company.
- 4) No poll papers were incomplete and/or which were otherwise found defective and therefore none of the poll papers have been treated as invalid.
- 5) As per the Order of the NCLT dated 25th July, 2019, the quorum for the NCLT convened meeting of the Unsecured Creditors is 10.
- 6) The result of the Poll seeking approval for 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 Unsecured Creditors present in Person or by Authorized Representative	21
Total Value of Debt	55,69,30,781
Total Number of Unsecured Creditors present in Person or by Authorized Representative who cast their votes by Poll	21
Total Number of valid votes (in Value) cast by them by poll	55,69,30,781

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

Number of Unsecured Creditors present and voting (in Person or by Authorized Representative)	Number of votes cast by them	% of total number of votes cast by them
21	55,69,30,781	100%


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(ii) Voted Against the resolution:

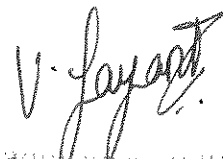
Number of Unsecured Creditors present and voting (in Person or by Authorized Representative)	Number of votes cast by them	% of total number of votes cast by them
0	0	0


(iii) Invalid votes:

Total number of Unsecured Creditors whose votes were declared invalid	Total number of votes cast by them
0	0

- 7) The list of Unsecured Creditors who voted "FOR" the resolution is enclosed as **Annexure -1**.
- 8) 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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Company Secretary in Practice
Scrutinizer
M.No. 7968
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Counter signed
Chairman of the Meeting



Annexure 1 - List of Unsecured Creditors who voted at the meeting

S. No	Name of Unsecured creditor	Value of debt as on 30.06.2019	No. of Votes cast		
			FOR	AGAINST	INVALID
1	Quess Corp Limited	12,98,687	12,98,687	0	0
2	Polaris Consulting And Services FZ-LLC	12,86,48,360	12,86,48,360	0	0
3	Polaris Consulting & Services Pte Ltd_SGPC	6,29,68,331	6,29,68,331	0	0
4	Polaris Consulting & Services SA	2,74,81,707	2,74,81,707	0	0
5	Sree Gokulam Hotel India P Ltd Unit Saba	13,619	13,619	0	0
6	Dusters Total Solutions Services Private Limited	1,01,020	1,01,020	0	0
7	A.B. Solutions	17,995	17,995	0	0
8	Virtusa UK Limited	8,78,23,513	8,78,23,513	0	0
9	Aparajitha Corporate Services Pvt Ltd	3,69,280	3,69,280	0	0
10	Virtusa Singapore	2,33,68,902	2,33,68,902	0	0
11	Selvamani K	5,500	5,500	0	0
12	Virtusa Corporation	11,61,05,885	11,61,05,885	0	0
13	Raghunathan R	1,050	1,050	0	0
14	V.Sudarsan Babu & Associates	2,000	2,000	0	0
15	Standard Safety Solutions	16,155	16,155	0	0
16	G.K Kalidasan	3,37,500	3,37,500	0	0
17	Tidel Cargo Logistics Pvt Ltd	88,311	88,311	0	0
18	Ernst & Young LLP	14,18,009	14,18,009	0	0
19	Polaris Consulting & Services Ireland Ltd	10,56,16,768	10,56,16,768	0	0
20	G4S Secure Solutions India Private Limited	12,45,189	12,45,189	0	0
21	Andavar Sound System	3,000	3,000	0	0
TOTAL		55,56,82,592	55,56,82,592		


 Jayaram V. Srinivasan
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