

PCSL/SEC/2018-19

April 3, 2018

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: Shareholding pattern under Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31st 2018

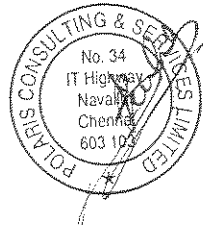
We are enclosing herewith the shareholding pattern under Regulation 31(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31st 2018.

This is for your information and records.

Thanking you,

Yours sincerely
For Polaris Consulting & Services Limited


Christina Pauline Beulah
Company Secretary & Compliance Officer



Encl: as above

Format of Holding of Specified securities

1. Name of Listed Entity : POLARIS CONSULTING & SERVICES LIMITED
 2. Scrip Code/Name of Scrip/Class of Security : 532254, POLARIS, EQUITY SHARES
 3. Share Holding Pattern Filed under Reg. 31(1)(a)/Reg.31(1)(b)/Reg.31(1)(c)
 a. if under 31(1)(b) then indicate the report for quarter ending 31/03/2018
 b. if under 31(1)(c) then indicate date of allotment/extinguishment
 4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

Particulars	YES*	NO*
a Whether the Listed Entity has issued any partly paid up shares		NO
b Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
c Whether the Listed Entity has any shares against which depository receipts are issued?		NO
d Whether the Listed Entity has any shares in locked-in?		NO
e Whether any shares held by promoters are pledge or otherwise encumbered?		NO

*if the Listed Entity selects the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

- 5 The tabular format for disclosure of holding of specified securities is as follows:

For Polaris Consulting & Services Limited

Christina Pauline Beulah
 Company Secretary and Compliance Officer

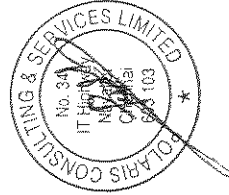


Table 1 - Summary Statement holding of specified securities

Category	Category of Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Party paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form	
								Class X	Class Y	Total						
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)			(X)	(XI)	(XII)	(XIII)	(XIV)	
(A)	Promoter & Promoter Group	1	95,366,876	-	-	95,366,876	92.64	-	-	95,366,876	-	92.64	-	-	-	95,366,826
(B)	Public	24,054	7,563,779	-	-	7,563,779	7.35	-	-	7,563,779	-	7.35	-	-	-	7,442,280
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employees Trusts	1	10,474	-	-	10,474	0.01	-	-	10,474	-	0.01	-	-	-	10,474
Total:		24,056	102,941,129	-	-	102,941,129	100	-	-	102,941,129	-	100.00	-	-	-	102,819,580

Note: In the month of February 2018 the Company vide Open Offer had acquired equity shares from the public shareholders as part of SEBI (Delisting of Equity Shares) Regulations, 2009. In the same it had acquired 50 physical shares. The Company has already taken steps for getting this 50 shares dematerialized.

For Polaris Consulting & Services Limited


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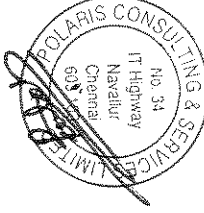
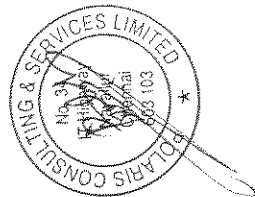


Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

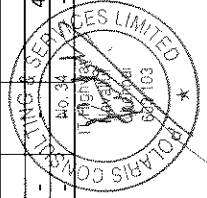
Category	Category & Name of the Shareholder	PAN	No. of Share holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Share holding as a % of total no. of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C))	Number of Voting Rights held in each class of securities			No. of Shares Underlying convertible securities (including Warrants)	Share holding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	No. of equity shares held in dematerialized form
									No of Voting Rights							
									Class X	Class Y	Total	(X)	(XI)	(XII)	(XIII)	(XIV)
(1)	Indian Individuals/Hindu undivided Family Central Government/State Government(s)	(U)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Financial Institutions/Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Any Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	VIRTUSA CONSULTING SERVICES PRIVATE LIMITED	AACCV6797L	1	95,366,876	-	-	95,366,876	92.64	95,366,876	-	95,366,876	-	92.64	-	-	95,366,826
	Sub-Total (A)(1)		1	95,366,876	-	-	95,366,876	92.64	95,366,876	-	95,366,876	-	92.64	-	-	95,366,826
(2)	Foreign Individuals (Non-Resident Individuals/Foreign Individuals Government Institutions		-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other		-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		1	95,366,876	-	-	95,366,876	92.64	95,366,876	-	95,366,876	-	92.64	-	-	95,366,826



For Polaris Consulting & Services Limited
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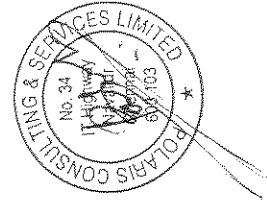
Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Share holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Share holding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying Outstanding convertible securities (Including Warrants)	Share holding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
									Class X	Class Y	Total			No.	As a % of total Shares held		
	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	No of Voting Rights			(x)	(xi)	(xii)	(xiii)	(xiv)	
(a)	Institutions																
(b)	Mutual Funds		2	484,677	-	-	484,677	0.47		484,677	-	484,677	0.47	-	-	-	484,677
(c)	Venture Capital Funds		-	-	-	-	-	-		-	-	-	-	-	-	-	-
(d)	Alternate Investment Funds		-	-	-	-	-	-		-	-	-	-	-	-	-	-
(e)	Foreign Venture Capital Investors		11	294,818	-	-	294,818	0.29		294,818	-	294,818	0.29	-	-	-	294,818
(f)	Foreign Portfolio Investors		6	402,393	-	-	402,393	0.39		402,393	-	402,393	0.39	-	-	-	402,393
(g)	Financial Institutions/Banks		-	-	-	-	-	-		-	-	-	-	-	-	-	-
(h)	Insurance Companies		-	-	-	-	-	-		-	-	-	-	-	-	-	-
(i)	Provident Funds/Pension Funds		-	-	-	-	-	-		-	-	-	-	-	-	-	-
(j)	Any Other		-	-	-	-	-	-		-	-	-	-	-	-	-	-
	Sub Total (B)(1)		19	1,181,888	-	-	1,181,888	1.15		1,181,888	-	1,181,888	1.15	-	-	-	1,181,888
(2)	Central Government/State Government(s)/President of India		-	-	-	-	-	-		-	-	-	-	-	-	-	-
	Sub Total (B)(2)		-	-	-	-	-	-		-	-	-	-	-	-	-	-
(3)	Non-Institutions																
(a)	i. Individual shareholders holding nominal share capital up to Rs.2 lakhs		23,231	4,179,084	-	-	4,179,084	4.06		4,179,084	-	4,179,084	4.06	-	-	-	4,059,085
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs		4	271,037	-	-	271,037	0.26		271,037	-	271,037	0.26	-	-	-	271,037
(b)	NBFCs Registered with RBI		2	401	-	-	401	0.00		401	-	401	0.00	-	-	-	401
(c)	Employee Trusts		-	-	-	-	-	-		-	-	-	-	-	-	-	-



Category	Category & Name of the Shareholder	PAN	No of Share holders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Share holding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities		No of Shares Underlying convertible securities (Including Warrants)	Share holding as a % assuming conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
									No of Voting Rights	Total as a % of (A+B+C)			No.	As a % of total Shares held		
(d)	Overseas Depositories (Holding DRs)(Balancing figure)		-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other															
	TRUSTS		3	4,217	-	-	4,217	0.00	-	4,217	0.00	-	-	-	-	4,217
	ALTERNATIVE INVESTMENT FUND		1	294,448	-	-	294,448	0.29	-	294,448	0.29	-	-	-	-	294,448
	NON RESIDENT INDIANS		242	100,442	-	-	100,442	0.10	-	100,442	0.10	-	-	-	-	99,092
	CLEARING MEMBERS		48	28,190	-	-	28,190	0.03	-	28,190	0.03	-	-	-	-	28,190
	NON RESIDENT INDIAN NON REPATRIABLE		180	76,533	-	-	76,533	0.07	-	76,533	0.07	-	-	-	-	76,533
	BODIES CORPORATES		323	1,343,673	-	-	1,343,673	1.31	-	1,343,673	1.31	-	-	-	-	1,343,523
	I.E.P.F		1	83,866	-	-	83,866	0.08	-	83,866	0.08	-	-	-	-	83,866
	Sub Total (B)(3)		24,035	6,381,891	-	-	6,381,891	6.20	-	6,381,891	6.20	-	-	-	-	6,260,392
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		24,054	7,563,779	-	-	7,563,779	7.35	-	7,563,779	7.35	-	-	-	-	7,442,280

For Polaris Consulting & Services Limited



Christina Pauline Beulah
Company Secretary and Compliance Officer

Table - IIIA Statement showing shareholding pattern of shareholders acting as Persons in Concert

Details of the shareholders acting as persons in Concert including their Shareholding:			Holding%
Name of Shareholder	Name of PAC	No of shares	
Total:		0	0

For Polaris Consulting & Services Limited



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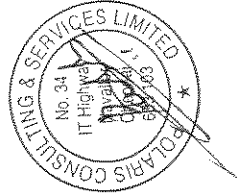


Table III B

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account	
No of Shareholders	No of shares
301	43,250

For Polaris Consulting & Services Limited



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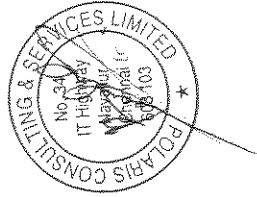
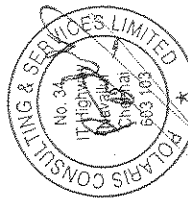


Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	PAN	No of Share holders	No. of fully paid up equity shares held	No. of partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No. of Shares Held (IV+V+VI)	Share holding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities			No of Shares Underlying convertible securities (Including Warrants)	Share holding as a % assuming full conversion of convertible Securities	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									Class X	Class Y	Total			No.	As a % of total Shares held	No.	As a % of total Shares held	
(1)	Custodian/DR Holder Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	Total as a % of (A+B+C)			(X)	(XI)	(XII)	(XIII)	(XIV)		
(2)			1	10,474	-	-	10,474	0.01	10,474	-	10,474	0.01	-	-	-	-	10,474	
	Total Non-Promoter-Non Public Shareholding (C)		1	10,474	-	-	10,474	0.01	10,474	-	10,474	0.01	-	-	-	-	10,474	

For Polaris Consulting & Services Limited

Christina Pauline Beulah
Company Secretary and Compliance Officer



PCSL/SEC/2017-18

April 3, 2018

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: Shareholding Pattern of the Company for the year ended 31st March 2018

We are writing to you connected with the shareholding of the Company as on 31st of March 2018.

The Company had received request letter from the Promoter Shareholder, Virtusa Consulting Services Private Limited "Promoter" on the 26th of October 2017 for voluntary delisting of Equity Shares of the Company from National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

Therefore after following the regulations stipulated in SEBI (Delisting of Equity Shares) Regulations, 2009, the Company has obtained the approval of shareholders vide the postal ballot results declared on 27th December 2017 and in-principle approval accorded by the stock exchanges on the 23rd of January 2018.

As specified in the Regulations the promoter had carried out open offer by which they acquired 18,171,503 equity shares from the public shareholder thereby increasing their percentage of holding to **92.80%** on 12th February 2018

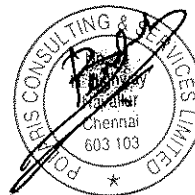
As on date the final application has already been filed with NSE and BSE and we are awaiting their approval.

Therefore the percentage of public shareholding in the Company is lesser than 25%.

Thanking you,

Yours sincerely
For Polaris Consulting & Services Limited


Christina Pauline Beulah
Company Secretary & Compliance Officer



Polaris Consulting & Services Limited