

Date: 14th May 2018

To,

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
Symbol: POLARIS Series: EQ

The Bombay Stock Exchange Ltd

1st Floor, New trade Ring, Rotunda Building, PJ Towers
Dalal street, Fort, Mumbai – 400 001
Security ID: POLARIS Scrip Code: 532254

Dear Sir/Madam,

Sub: Declaration pursuant to Regulation 33(3)(d) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2016.

I, Vaidyanathan N M, Chief Financial Officer of Polaris Consulting & Services Limited (CIN: L65993TN1993PLC024142) having its Registered office at No.34, IT Highway, Navallur, Chennai-600130 hereby declare that, the statutory auditors of the company, B S R & Co. LLP (FRN:101248W/W-100022) have issued an Audit Report with unmodified opinion on the annual audited Financial Results of the Company (Standalone & Consolidated) for the year ended on March 31, 2018.

This Declaration is given in compliance to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016, vide notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016.

Kindly take this declaration in your records

Thanking you

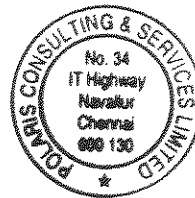
Yours sincerely

For Polaris Consulting & Services Limited



Vaidyanathan N M

Chief Financial Officer



B S R & Co. LLP

Chartered Accountants

KRM Tower, 1st & 2nd Floor,
No 1, Harrington Road, Chetpet,
Chennai - 600 031, India.

Telephone : +91 44 4608 3100
Fax : +91 44 4608 3199

Auditors' Report on Annual Standalone Financial Results of Polaris Consulting & Services Limited pursuant to the Regulation 33 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors of Polaris Consulting & Services Limited

We have audited the accompanying annual standalone financial results of Polaris Consulting & Services Limited ('the Company') for the year ended March 31, 2018 ('standalone financial results'), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified ('Listing Regulations'). Attention is drawn to the fact that the figures for the quarter ended March 31, 2018 and the corresponding quarter ended in the previous year as reported in these standalone financial results are the balancing figures between audited figures in respect of the full financial year and the published unaudited year to date figures upto the end of the third quarter of the relevant financial year. Also the figures up to the end of the third quarter of the respective financial year had only been reviewed and not subjected to audit.

These standalone financial results have been prepared on the basis of the annual standalone financial statements and reviewed quarterly standalone financial results upto the end of the third quarter which are the responsibility of the Company's management. Our responsibility is to express an opinion on these standalone financial results based on our audit of the annual standalone financial statements which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Indian Accounting Standards) Rules, 2015 as per Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the standalone financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

B S R & Co. LLP

Auditors' Report on Annual Standalone Financial Results of Polaris Consulting & Services Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (continued)

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- (i) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations and SEBI circular dated July 5, 2016 in this regard; and
- (ii) give a true and fair view of the standalone net profit, other comprehensive income and other financial information for the year ended March 31, 2018.

for **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.101248W/W-100022



K Raghuram

Partner

Membership No. 211171

Place: Chennai

Date: May 14, 2018

B S R & Co. LLP

Chartered Accountants

KRM Tower, 1st & 2nd Floor,
No 1, Harrington Road, Chetpet,
Chennai - 600 031, India.

Telephone : +91 44 4608 3100
Fax : +91 44 4608 3199

Auditors' Report on Annual Consolidated Financial Results of Polaris Consulting & Services Limited pursuant to the Regulation 33 of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Board of Directors of Polaris Consulting & Services Limited

We have audited the annual consolidated financial results of Polaris Consulting & Services Limited ('the Company') its subsidiaries and a joint venture (collectively referred to as 'the Group') for the year ended March 31, 2018 ('consolidated financial results'), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified ('Listing Regulations'). Attention is drawn to the fact that the figures for the quarter ended March 31, 2018 and the corresponding quarter ended in the previous year as reported in these consolidated financial results are the balancing figures between consolidated audited figures in respect of the full financial year and the published unaudited year to date consolidated figures upto the end of the third quarter of the relevant financial year. Also the figures up to the end of the third quarter of the respective financial year had only been reviewed and not subjected to audit.

These consolidated financial results have been prepared from annual consolidated financial statements and reviewed quarterly consolidated financial results upto the end of the third quarter which are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial results based on our audit of such annual consolidated financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in the Companies (Indian Accounting Standards) Rules, 2015 as per Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of twelve subsidiaries and a joint venture included in the annual consolidated financial results, whose annual financial statements reflect total assets of INR 19,550.91 lakhs as at March 31, 2018, total revenue from operations of INR 6,324.56 lakhs and INR 23,659.07 lakhs for the quarter and year ended March 31, 2018 respectively and net profit of INR 16.45 lakhs and INR 1,260.39 lakhs for the quarter and year ended March 31, 2018 respectively. The consolidated financial results also include the Group's share of net loss of INR 18.20 lakhs and INR 75.74 lakhs for the quarter and year ended March 31, 2018 respectively in respect of such joint venture. These annual financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion on the annual financial results, to the extent they have been derived from such annual financial statements is based solely on the report of such other auditors. Our opinion is not modified in respect of this matter.

Auditors' Report on Annual Consolidated Financial Results of Polaris Consulting & Services Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (continued)

In our opinion and to the best of our information and according to the explanations given to us and based on consideration of reports of other auditors on separate financial statements and on other information of the subsidiaries and joint venture as aforesaid, these consolidated financial results:

- (i) include the annual financial results of the entities mentioned in note "d" of consolidated financial results;
- (ii) have been presented in accordance with the requirements of Regulation 33 of the Listing Regulations and SEBI circular dated July 5, 2016 in this regard; and
- (iii) give a true and fair view of the consolidated net profit, other comprehensive income and other financial information for the year ended March 31, 2018.

for B S R & Co. LLP
Chartered Accountants
ICAI Firm Registration No.101248W/W-100022

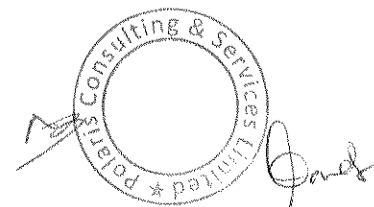
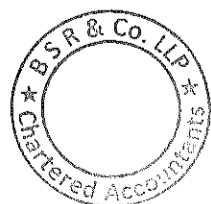


K Raghuram
Partner
Membership No. 211171

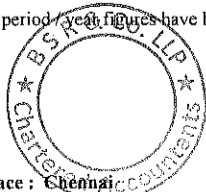
Place: Chennai
Date: May 14, 2018

POLARIS CONSULTING & SERVICES LIMITED						
CIN:L65993TN1993PLC024142						
Regd Office : No 34, IT Highway, Navallur, Chennai - 600 130						
Statement of Audited Consolidated Financial Results for the Quarter and Year ended March 31, 2018						
(Rs. in Lakhs, except per equity share data)						
S. No	Particulars	Quarter ended			Year ended	
		March 31, 2018	December 31, 2017	March 31, 2017	March 31, 2018	March 31, 2017
		(Audited - refer note c)	(Unaudited)	(Audited - refer note c)	(Audited)	(Audited)
1	Revenue from operations	72,134.46	68,006.53	56,856.71	262,787.17	209,498.66
2	Other income	692.46	414.23	570.94	1,513.26	2,086.61
3	Total income (1+2)	72,826.92	68,420.76	57,427.65	264,300.43	211,585.27
4	Expenses					
	(a) Employee benefits expense	46,307.15	44,213.72	37,650.40	170,598.77	139,482.72
	(b) Subcontracting expenses	8,938.05	8,446.69	6,623.46	32,593.77	23,436.15
	(c) Depreciation and amortisation expense	676.37	695.01	504.60	2,516.78	2,383.67
	(d) Other expenses	6,503.97	6,755.78	8,069.50	24,833.65	22,594.25
	Total Expenses	62,425.54	60,111.20	52,847.96	230,542.97	187,896.79
5	Profit before share of loss of joint venture and tax(3-4)	10,401.38	8,309.56	4,579.69	33,757.46	23,688.48
6	Share of loss of joint venture	(18.20)	(31.31)	(28.02)	(75.74)	(62.60)
7	Profit before tax (5+6)	10,383.18	8,278.25	4,551.67	33,681.72	23,625.88
8	Tax expenses					
	Current tax	3,354.75	2,796.73	1,153.35	11,335.63	6,690.17
	Deferred tax	167.56	(41.55)	85.20	(288.96)	691.06
9	Net profit for the period / year (7-8)	6,860.87	5,523.07	3,313.12	22,635.05	16,244.65
10	Other comprehensive income					
	(i) Items that will not be reclassified to profit or loss					
	Equity investments through other comprehensive income - net change in fair value	(1.38)	27.98	(121.31)	30.54	(121.31)
	Others	157.45	2.61	5.97	160.06	9.09
	Income tax relating to items that will not be reclassified to profit or loss	(54.89)	-	(2.06)	(54.89)	(2.06)
	(ii) Items that will be reclassified to profit or loss					
	Exchange differences in translating financial statements of foreign operations	1,444.19	(872.96)	(1,258.29)	2,709.70	(2,918.51)
	Effective portion of gains (losses) on hedging instruments in cash flow hedges	(691.65)	(645.58)	1,929.78	(3,696.41)	2,854.41
	Others	-	-	(2.96)	-	37.88
	Income tax relating to items that will be reclassified to profit or loss	238.60	223.42	(667.86)	1,278.49	(996.59)
	Other comprehensive income (net of taxes)	1,092.32	(1,264.53)	(116.73)	427.49	(1,137.09)
11	Total comprehensive income (9+10)	7,953.19	4,258.54	3,196.39	23,062.54	15,107.56
12	Paid-up Equity share Capital (Face value of Rs. 5 each)	5,147.06	5,125.04	5,106.04	5,147.06	5,106.04
13	Reserves i.e. Other equity				128,020.55	104,342.64
14	Earning Per Share of Rs.5 each (Rs.)					
	(a) Basic	6.68	5.40	3.26	22.11	15.99
	(b) Diluted	6.65	5.36	3.24	22.03	15.89
	See accompanying notes to the financial results	(not annualised)	(not annualised)	(not annualised)		

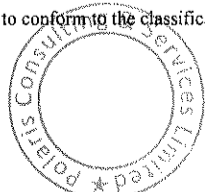
POLARIS CONSULTING & SERVICES LIMITED						
CIN:L65993TN1993PLC024142						
Regd Office : No 34, IT Highway, Navallur, Chennai - 600 130						
Statement of Audited Standalone Financial Results for the Quarter and Year ended March 31, 2018						
(Rs. in Lakhs, except per equity share data)						
S. No	Particulars	Quarter ended			Year ended	
		March 31, 2018	December 31, 2017	March 31, 2017	March 31, 2018	March 31, 2017
		(Audited - refer note c)	(Unaudited)	(Audited - refer note c)	(Audited)	(Audited)
1	Revenue from operations	48,463.59	46,705.82	40,126.84	181,730.87	151,097.91
2	Other income	2,435.67	350.31	544.87	2,837.31	1,973.21
3	Total income (1+2)	50,899.26	47,056.13	40,671.71	184,568.18	153,071.12
4	Expenses					
	(a) Employee benefits expense	33,215.25	33,843.25	29,912.96	129,793.73	109,791.41
	(b) Subcontracting expenses	1,351.45	1,318.26	1,534.81	5,302.10	7,166.54
	(c) Depreciation and amortisation expense	616.24	678.11	479.57	2,372.33	2,227.63
	(d) Other expenses	5,313.95	5,179.69	6,259.61	19,458.16	18,048.57
	Total Expenses	40,496.89	41,019.31	38,186.95	156,926.32	137,234.15
5	Profit before tax (3-4)	10,402.37	6,036.82	2,484.76	27,641.86	15,836.97
6	Tax expenses					
	Current tax	3,203.87	2,232.57	851.92	9,813.53	5,239.43
	Deferred tax	(73.44)	172.63	254.66	(253.75)	663.78
7	Net profit for the period / year (5-6)	7,271.94	3,631.62	1,378.18	18,082.08	9,933.76
8	Other comprehensive income					
	(i) Items that will not be reclassified to profit or loss					
	Equity investments through other comprehensive income - net change in fair value	(1.38)	27.98	(121.31)	30.54	(121.31)
	Others	157.45	2.61	5.97	160.06	9.09
	Income tax relating to items that will not be reclassified to profit or loss	(54.89)	-	(2.06)	(54.89)	(2.06)
	(ii) Items that will be reclassified to profit or loss					
	Exchange differences in translating financial statements of foreign operations	111.70	(192.95)	(815.46)	4.33	(230.88)
	Effective portion of gains (losses) on hedging instruments in cash flow hedges	(691.65)	(645.58)	1,929.78	(3,696.41)	2,854.41
	Others	-	-	(2.96)	-	37.88
	Income tax relating to items that will be reclassified to profit or loss	238.60	223.42	(667.86)	1,278.49	(996.59)
	Other comprehensive income (net of taxes)	(240.17)	(584.52)	326.10	(2,277.88)	1,550.54
9	Total comprehensive income for the period / year (7+8)	7,031.77	3,047.10	1,704.28	15,804.20	11,484.30
10	Paid-up Equity share Capital (Face value of Rs. 5 each)	5,147.06	5,125.04	5,106.04	5,147.06	5,106.04
11	Reserves i.e. Other equity				87,906.05	70,882.88
12	Earning Per Share of Rs.5 each (Rs.)					
	(a) Basic	7.08	3.55	1.36	17.67	9.78
	(b) Diluted	7.05	3.53	1.35	17.60	9.71
	See accompanying notes to the financial results	(not annualised)	(not annualised)	(not annualised)		



STATEMENT OF ASSETS AND LIABILITIES		(Rs. in Lakhs, except per equity share data)			
S. No	Particulars	CONSOLIDATED		STANDALONE	
		As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
		(Audited)	(Audited)	(Audited)	(Audited)
A	ASSETS				
1	Non-current assets				
	(a) Property, plant and equipment	15,562.51	14,482.86	15,259.02	14,157.42
	(b) Capital work in progress	194.66	-	194.66	-
	(c) Investment property	5,324.54	5,309.09	5,324.54	5,309.09
	(d) Other intangible assets	786.10	203.85	786.10	203.85
	(e) Intangibles under development	-	277.41	-	277.41
	(f) Equity accounted investee	1,025.00	1,470.69	-	-
	(g) Financial assets				
	Investments	1,214.27	1,229.26	3,989.01	4,381.09
	Loans	-	103.07	-	103.08
	Others financial assets	928.70	1,250.91	578.92	831.04
	(h) Income tax assets (net)	8,215.60	7,846.96	7,621.57	7,425.72
	(i) Deferred tax assets (net)	1,610.20	136.70	1,409.40	8.89
	(j) Other non-current assets	1,094.93	113.27	193.47	113.27
	Total non-current assets	35,956.51	32,424.07	35,356.69	32,810.86
2	Current assets				
	(a) Financial Assets				
	Investments	1,007.40	12,871.98	1,007.40	12,871.98
	Trade receivables	28,932.21	32,005.29	22,155.61	22,891.98
	Unbilled revenue	35,491.60	21,679.36	20,865.22	13,875.30
	Cash and cash equivalents	65,805.59	32,405.51	37,300.19	16,178.87
	Other bank balances	4,229.66	7,530.45	130.33	486.85
	Derivatives	226.60	3,923.01	226.60	3,923.01
	Loans	333.82	528.53	222.93	405.65
	Others financial assets	491.85	319.71	454.81	122.83
	(b) Other current assets	5,006.66	1,977.10	4,109.99	1,516.81
	Total current assets	141,525.39	113,240.94	86,473.08	72,273.28
	Total Assets (1 + 2)	177,481.90	145,665.01	121,829.77	105,084.14
B	EQUITY AND LIABILITIES				
1	Equity				
	(a) Equity share capital	5,147.06	5,106.04	5,147.06	5,106.04
	(b) Other equity	128,020.55	104,348.68	87,906.05	70,882.88
	Total Equity	133,167.61	109,448.68	93,053.11	75,988.92
	Liabilities				
2	Non-current liabilities				
	(a) Deferred tax liabilities (net)	72.86	134.98	58.36	134.98
	Total non-current liabilities	72.86	134.98	58.36	134.98
3	Current liabilities				
	(a) Financial liabilities				
	Trade payables	20,597.83	17,353.04	13,445.17	15,548.93
	Other financial liabilities	9,574.50	6,970.64	6,611.63	5,250.08
	(b) Provisions	4,929.18	3,947.56	2,920.82	3,041.50
	(c) Current tax liabilities (net)	2,162.93	622.38	1,807.22	568.36
	(d) Other current liabilities	6,976.99	7,187.73	3,933.46	4,551.37
	Total current liabilities	44,241.43	36,081.35	28,718.30	28,960.24
	Total Equity and Liabilities (1 + 2 + 3)	177,481.90	145,665.01	121,829.77	105,084.14
NOTES :					
a The audited standalone and consolidated financial results for the quarter and year ended March 31, 2018 in respect of Polaris Consulting & Services Limited ('the Company') have been reviewed by the Audit Committee and approved by the Board of Directors of the Company at their respective meetings held on May 14, 2018. The above results have been subjected to audit by statutory auditors of the Company. The reports of the statutory auditors are unqualified.					
b These financial results have been prepared in accordance with Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Companies Act, 2013 read with relevant rules thereunder and in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular dated July 5, 2016.					
c The figures for the quarters ended March 31, 2018 and March 31, 2017 are the balancing figures between audited figures in respect of the full financial years and published unaudited year to date figures upto the end of the third quarter of the relevant financial year, which were subjected to limited review.					
d The consolidated financial results include the financial results of the parent company Polaris Consulting & Services Limited, and the financial results of the following subsidiaries: <ul style="list-style-type: none"> • Optimus Global Services Ltd • Polaris Consulting & Services Pte Ltd • Polaris Consulting and Services Japan K K • Polaris Software Consulting & Services SDN.BHD. • Polaris Software (Shanghai) Company Limited • Polaris Consulting & Services Pty Ltd • Polaris Consulting & Services Limited, UK • Polaris Consulting & Services Inc. • Polaris Consulting & Services GmbH • Polaris Consulting & Services Ireland Ltd • Polaris Consulting & Services B.V. • Polaris Consulting & Services Kft. • Polaris Consulting & Services SA • Polaris Consulting and Services FZ-LLC • Virtusa Malaysia SDN.BHD. In addition to the above, these financial results also include the financial results in respect of Associate Stock Option Plan (ASOP) Trust and Orbitech Employee Welfare Trust (OEWT). The Company has also accounted for its share of interest in the joint venture Intellect Polaris Design LLC, USA under the equity method. Polaris Consulting & Services Limited, its subsidiaries and a joint venture are collectively referred to as 'the Group'.					
e The Company has allotted 440,335 shares under its stock option plans during the quarter ended March 31, 2018 and 820,375 shares during the year ended March 31, 2018.					
f Virtusa Consulting Services Private Limited ('Virtusa'), the parent entity, through letter dated October 26, 2017 made a proposal ('Delisting proposal') to the Board of Directors of the Company ('the Board') to voluntarily delist the equity shares of the Company in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 by purchasing the shares held by the Company's public shareholders. This Delisting proposal was approved by the Board on November 14, 2017 and subsequently by the shareholders of the Company on December 27, 2017. Virtusa has made a public announcement and letter of offer to the public shareholders on January 24, 2018 subsequent to obtaining in-principle approval from the stock exchanges. The bidding for the tendering of shares closed on February 5, 2018 and Virtusa has acquired further stake of 18.77% on February 12, 2018 at a price of Rs. 480 per share, increasing its shareholding to 92.80%. The Company is in the process of obtaining final approval for delisting from stock exchanges.					
g The Board of Directors of Polaris Consulting & Services Pte. Ltd. ('Polaris Singapore'), a wholly owned subsidiary of the Company in their meeting held on March 10, 2017, approved the acquisition of Virtusa Malaysia SDN.BHD., ('Virtusa Malaysia'), a step down subsidiary of Virtusa Corporation, U.S. Pursuant to the requirements of Ind AS 103 - Business Combinations, the Company has accounted this business combination involving entities under common control using the pooling of interests method in the consolidated financial results. Accordingly, the financial information presented for prior period / year have been restated as if the combination had occurred from beginning of April 1, 2016.					
h Segment Reporting in Consolidated and Standalone financial results: Based on the "management approach" as defined in Ind AS 108-Operating Segments, the Chief Operating Decision Maker evaluating the Group has determined a single business segment namely Polaris Consulting & Services.					
i Prior period / year figures have been regrouped wherever required to conform to the classification of the current period / year.					



Place : Chennai
Date : May 14, 2018



For Polaris Consulting & Services Limited

Hari Raju Mahadevu
Director

Vaidyanathan N M
Chief Financial Officer