

Notice

Notice is hereby given that the 22nd Annual General Meeting of members of the Company will be held on Tuesday, 23rd June, 2015 at 03:00 pm at “Rani Seethai Hall”, No. 603, First Floor, Anna Salai, Thousand Lights, Chennai – 600 006, Tamil Nadu, India to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt :
 - (i) the audited financial statements of the Company for the Financial year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon.
 - (ii) the audited Consolidated Financial statements of the Company for the Financial Year ended 31st March, 2015
2. To confirm the payment of 1st interim dividend of 100% (Rs. 5/- per equity share), and to declare a final dividend of 200% (Rs.10/- per equity share), for the financial year ended 2014-15.
3. To appoint a Director in place of Mr. Abhay Kumar Agarwal, (DIN 00042882) who retires by rotation and being eligible, has offered himself for re-appointment.
4. To appoint a Director in place of Mr. Rajesh Mehta, (DIN 06410765) who retires by rotation and being eligible, has offered himself for re-appointment.
5. To ratify the appointment of Auditors of the Company who were appointed at the 21st Annual General Meeting to hold office for a period of 2 years (i.e) till the conclusion of next Annual General Meeting of the company to be held in the calendar year 2016, and to authorize the Board of Directors to fix their remuneration and to pass the following thereof as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rule 6 of

the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W), who were appointed as auditors of the Company at the 21st Annual General Meeting, to hold office till the conclusion of the next Annual General Meeting of the company to be held in the Calendar Year 2016, be and is hereby ratified, and that they shall be paid a remuneration as fixed by the Board of Directors of the Company.”

Special business

6. To appoint Ms. Uma Ratnam Krishnan as an Independent Director

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, Ms. Uma Ratnam Krishnan (holding DIN 00370425), appointed as an Additional Director with effect from 19th March 2015, and who holds office until the date of this Annual General Meeting pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof and in respect of whom the Company has received a notice in writing under the applicable provisions of the Companies Act, 2013 and the Rules thereof (including any statutory modification(s) or re-enactment thereof) proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) years for a term upto the conclusion of 25th Annual General Meeting of the Company whose term of office shall not liable to be determined by rotation.”

7. To approve the appointment of Mr. Jitin Goyal as a Director, not liable to retire by rotation, and to approve the appointment of Mr. Jitin Goyal as an

Executive Director of the Company and to approve the remuneration payable:

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT, Mr. Jitin Goyal (DIN 02851976), who was appointed as an Additional Director with effect from 7th November 2014, and who holds office until the date of this Annual General Meeting pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s) or re-enactment thereof) and who has given a notice in writing to the Company proposing himself as a candidate for the office of a Director, be and is hereby appointed as a Director of the Company whose period of office shall not be liable to be determined by rotation.

RESOLVED FURTHER THAT, pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government, and such other consents and permission as may be necessary and subject to such modifications, variations as approved and acceptable to Mr. Jitin Goyal and the Company, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Jitin Goyal as an Executive Director of the Company with effect from 7th November 2014, at such remuneration on the terms and conditions approved by the Nomination and Remuneration Committee and the appointment be upon terms and conditions as set out in the existing employment contract and as stated in the Explanatory Statement.

RESOLVED FURTHER THAT, all actions taken by the Board of Directors

(including any Committee thereof) and all matters related thereto are specifically approved and ratified.

RESOLVED FURTHER THAT, wherever in any Act, Articles, Contract or otherwise it has been provided that any item relating to above matters shall have express approval of the Shareholders of the Company or the Company could carry out that transaction/activity only if the Shareholders so authorizes, then and in that case, this resolution hereby expressly authorizes and approves those transactions and it shall be deemed that such transactions/activities have been approved and permitted without any further action from the Shareholders.

RESOLVED FURTHER THAT, the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such things, deeds, matters and acts as may be required to give effect to this resolution and all things incidental and ancillary thereto including but not limited to the power to alter or amend or revise or vary the terms of remuneration from time to time and obtaining the Central Government’s approval if any and to do all things incidental and ancillary thereto.”

8. To appoint Dr.Theodore Roosevelt Malloch Jr. (**DIN 07011292**) as Director

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr.Theodore Roosevelt Malloch Jr (DIN 07011292) who was appointed as an additional director by the Board, at its meeting held on 7th November, 2014, and in respect of whom the Company has received a

notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, whose term of office is liable to be determined by rotation.”

9. To appoint Mr. Jonathan Eric Beyman (DIN 07066811) as Director

To consider and if thought fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Jonathan Eric Beyman (DIN 07066811) who was appointed as an Additional Director by the board at its meeting held on January 22, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company, whose term of office is liable to determined by rotation.”

By Order of the Board
For **Polaris Consulting & Services Limited**
(Formerly known as Polaris Financial
Technology Ltd.)

Christina Pauline Beulah
Company Secretary & Compliance Officer

Place: Chennai

Date: April 30, 2015

Notes

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as a proxy to attend and vote on this behalf in the meeting and such person can act as a proxy on behalf of members of the company not exceeding 50 (Fifty) and holding in aggregate not more than 10% (Ten percent) of the total shares. A member holding more than 10% (Ten percent) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The instrument appointing the Proxy, duly completed must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the ANNUAL GENERAL MEETING is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
5. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the ANNUAL GENERAL MEETING.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the ANNUAL GENERAL MEETING.
8. The certificate from the Auditors of the Company certifying that the Company's Associate Stock Option Plan(s) are being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and SEBI (Employee Share Benefits) Rules, 2014 as applicable and in accordance with the resolution of the Members in the General Meeting is available for inspection by the Members at the Annual General Meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 12th June, 2015 to 23rd June, 2015 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the Listing Agreement entered into with the Stock Exchanges.
10. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, those members whose names appear on the Register of Members of the Company as on 12th June, 2015; and in respect of shares held in electronic form, the dividend will be payable to the beneficial owners of the shares as on closing hours of business on 12th June 2015 as per the details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL), the Depositories, for this purpose.
11. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

12. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID number on all correspondences with the Company. The transfer deeds, communication for change of address, bank details, ECS details, mandates (if any), should be lodged with the Registrar & Share Transfer Agents (RTA) of the Company, M/s Karvy Computershare Private Limited, Hyderabad. Members whose shares are held in the electronic mode are requested to intimate the same to their respective Depository Participants.
13. The Company is concerned about the environment and utilizing natural resources in a suitable way. We request you to update your email address with your Depository participant to enable us to send you the quarterly reports and other communications via email.
14. Annual Report 2015 with Attendance Slip and Proxy form are being sent by electronic mode only to all the members whose email address are registered with the Company/Depository Participant (s) for communication purpose unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 are being sent by the permitted mode.
15. Pursuant to the provisions of Section 123 of the Companies Act, 2013 dividends which remained unclaimed after the prescribed period of 7 years shall be transferred to the Investor Education Protection Fund (IEPF) of the Central Government. Members who have not encashed their dividend warrants are requested to correspond with RTA. It is requested to note that once unclaimed dividend is transferred to IEPF pursuant to Section 205C of the Companies Act, 1956, no further claim shall be entertained. Information in respect of such unclaimed dividend when due for transfer to IEPF of Government of India including the unclaimed amount since 2007, are given in Corporate Governance Report.
16. Members may note that the Notice of the 22nd Annual General Meeting and the Annual Report 2015 will also be available on the Company's website www.polarisft.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at shareholder.query@polarisft.com / company.secretary@polarisft.com.
17. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment at the ANNUAL GENERAL MEETING are furnished and forms part of the Notice. The directors have furnished the requisite consents/declarations for their appointment/re-appointment.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
19. The Company has provided e-voting facility to the shareholders to enable them to vote on the resolutions listed in the notice and evoting platform will be open from June 20th 2015 to June 22nd 2015. The Company shall be making arrangements for the members to cast their votes in respect to the businesses either through electronic voting system or through poll, for members attending the meeting who have not cast their vote by remote voting and voting by way of InstaPoll also will be provided at the venue of the Annual General Meeting in accordance with the Circular issued by MCA.

Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No.6

Ms.Uma Ratnam Krishnan joined the Board of Directors of the Company on 19th March, 2015 as Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms.Uma Ratnam Krishnan will hold office up to the date of ensuing AGM.

In terms of Section 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Ms.Uma Ratnam Krishnan (DIN 00370425) is proposed to be appointed as an Independent Director for a term of 3 years.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from herself along with a deposit of Rs. 100,000/- (Rupees One Lacs only) proposing the candidature of herself for office of Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013.

The Company has received from Ms.Uma Ratnam Krishnan (i) Consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) Declaration of independence, that she meet the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013.

A copy of the draft letter for appointment of Ms.Uma Ratnam Krishnan as director setting out terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the ANNUAL GENERAL MEETING.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Uma Ratnam Krishnan as a women director and Independent Director.

No Director, Key Managerial Personal, or their relatives, except Ms. Uma Ratnam Krishnan to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 6 for the approval of the members.

Item No. 7

Mr.Jitin Goyal joined the Board of Directors of the Company on 7th November, 2014 as Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr.Jitin Goyal will hold office up to the date of the ensuing AGM.

In terms of Section 149 read with Schedule V and all applicable provisions of the Companies Act, 2013, Mr. Jitin Goyal (DIN 02851976) is proposed to be appointed as an Executive Director for a term of 3 (three) years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from himself along with a deposit of Rs. 100,000/- (Rupees One Lacs Only) proposing the candidature of himself for office of Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Company has received from Mr.Jitin Goyal (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Brief Terms of Appointment of Mr. Jitin Goyal (“Jitin”) as Executive Director

1. The appointment of Jitin (a Non-resident Indian within the meaning of Foreign Exchange Management Act, 1999) as Executive Director is with effect from 7th November 2014 and his term of office shall be not be liable to be determined by rotation, and shall be for a period of 3 years, ending with 6th November 2017. He will be a Member of the Board of Directors of the Company entrusted with powers of management having control on general conduct and management of the business affairs of the Company.
2. Jitin will be based at London, United Kingdom (“UK”), and will undertake such travel in and outside UK, as may be necessary from time to time in relation to the business of the Company.
3. Jitin shall perform such duties and responsibilities as may be entrusted to him from time to time subject to the superintendence and control of the Board of Directors of the Company in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Chairman and/or the Board from time to time, by serving on the Boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.
4. No sitting fee shall be paid to Jitin as Director for attending the meetings of the Board of Directors or any Committee/s thereof.
5. Termination of Contract - May be terminated earlier by either Party by giving to the other Party three months’ notice of such termination OR the Company paying three months’ remuneration in lieu of such notice.

Brief Terms of Remuneration payable to Jitin as an Executive Director:

1. Base Pay: Annual Base salary of Gross GBP 260,000/- p.a. to be paid monthly in accordance with the Company’s normal payroll practices and subject to withholdings.
2. Variable Pay: Annual variable pay at a target level of Gross GBP 140,000/- p.a. (or such other sum as may be decided by the Board) each fiscal year, less applicable withholdings, subject to the Company’s achievement of certain fiscal year milestones as determined by the Board (or its Committee) in its sole discretion. The Board (or its Committee) may reserve the authority to set such milestones on a GAAP or non-GAAP basis.
3. Stock Options: 1,000,000 Stock Options under Swarnam 21 plan and 100,000 options under Swarnam 11 plan.
4. Employee Benefits: Jitin will be entitled to participate in the employee benefit plans currently and hereafter maintained by the Company of general applicability to other whole-time directors of the Company. The Company may reserve the right to cancel or amend the benefits plans and programs it offers to its whole-time directors.
5. Vacation: Jitin will be entitled to paid vacation in accordance with the Company’s vacation policy as applicable to its whole-time directors.
6. Expenses: The Company will reimburse him for reasonable travel, entertainment or other expenses incurred by him in the furtherance of or in connection with the performance of his duties, in accordance with the Company’s expense reimbursement policy for whole time-directors as in effect from time to time.

The above payments for all the financial years are subject to all appropriate and/or authorized deductions as per prevailing law(s). The aggregate amounts of Managerial Remuneration for all the financial years to Jitin individually, shall always be within the overall ceiling laid down under the applicable provisions of the Companies Act, 2013

including any Schedules and the relevant Rules thereof (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and is commensurate with the responsibility in a Company of this size and extent of business operations.

Where if in any financial year the Company has no profits or its profits are inadequate, Jitin shall be entitled to receive the same enhanced Managerial Remuneration so long as it is within the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration. For any increase in the remuneration of Jitin, the Company would seek approval of Shareholders or the Nomination and Remuneration Committee of the Board, as may be applicable.

A copy of the draft letter for appointment of Mr. Jitin Goyal as director setting out terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the ANNUAL GENERAL MEETING.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Jitin Goyal as an Executive Director.

No Director, Key Managerial Personnel, or their relatives, except Mr. Jitin Goyal to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 7 for the approval of the members.

Item No. 8

Dr. Theodore Roosevelt Malloch Jr. joined the Board of Directors of the Company on 7th November, 2014 as Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013. Pursuant to the provisions of

Section 161 of the Companies Act, 2013, Dr. Theodore Roosevelt Malloch Jr. will hold office up to the date of the ensuing AGM.

The resolution seeks the approval of members for appointment of Dr. Theodore Roosevelt Malloch Jr. (DIN 07011292) as a Director (Non-Executive) liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 100,000/- (Rupees One Lacs Only) proposing the candidature of Dr. Theodore Roosevelt Malloch Jr. for office of Director to be appointed under the provisions of the Companies Act, 2013.

The Company has received from Dr. Theodore Roosevelt Malloch Jr. (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letter for appointment of Roosevelt Malloch Jr as director setting out terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the ANNUAL GENERAL MEETING.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr. Theodore Roosevelt Malloch Jr as Non-Executive Director.

No Director, Key Managerial Personnel, or their relatives, except Dr. Theodore Roosevelt Malloch Jr. to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 8 for the approval of the members.

Item No. 9

Mr. Jonathan Eric Beyman joined the Board of Directors of the Company on 22nd January, 2015 as Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Jonathan Eric Beyman will hold office up to the date of the ensuing AGM.

The resolution seeks the approval of members for the appointment of Mr. Jonathan Eric Beyman (DIN 07066811) as Director (Non-Executive) liable to retire by rotation.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 100,000/- (Rupees One Lacs Only) proposing the candidature of Mr. Jonathan Eric Beyman for office of Director to be appointed under the provisions of the Companies Act, 2013.

The Company has received from Mr. Jonathan Eric Beyman (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letter for appointment of Mr. Jonathan Eric Beyman as director setting out terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the ANNUAL GENERAL MEETING.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Jonathan Eric Beyman as Non-Executive Director.

No Director, Key Managerial Personnel of the Company, or and their relatives are concerned or interested, financial or otherwise other, other than Mr. Jonathan Eric Beyman (along with his relatives) to whom the resolution relates, who is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 9 for the approval of the members.

By Order of the Board
For **Polaris Consulting & Services Limited**
(formerly known as Polaris Financial
Technology Limited)

Christina Pauline Beulah
Company Secretary & Compliance Officer

Place: Chennai
Date: April 30, 2015

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (IN PURSUANCE) OF CLAUSE 49 VII (E) OF THE LISTING AGREEMENT

At the Annual General Meeting, Mr. Abhay Kumar Agarwal (DIN 00042882) and Mr. Rajesh Mehta (DIN 06410765), Directors of the Company retire by rotation and being eligible offer themselves for re-appointment. Ms. Uma Ratnam Krishnan (DIN 00370425), Mr. Jitin Goyal (DIN 02851976), Dr. Theodore Roosevelt Malloch Jr (DIN 07011292) and Mr. Jonathan Eric Beyman (DIN 07066811) were appointed as Additional Directors by the Board of Directors who hold office till the Annual General Meeting and in respect of whom Company has received notices in writing under Section 160 of the Companies Act, 2013 from the member herself / himself (in respect of Ms. Uma Ratnam Krishnan & Mr. Jitin Goyal) and from a member proposing their candidature for the office of the Director. The brief resume, experience and functional expertise and the membership on various Board and Committee of Directors proposed to be appointed / re-appointed at serial number 3, 4, 6, 7, 8 and 9 of the Notice convening 22nd Annual General Meeting, as per the Corporate Governance Code as defined under Clause 49 of the Listing Agreement are furnished below:

Name of the Director	Mr. Abhay Kumar Agarwal	Mr. Rajesh Mehta	Ms. Uma Ratnam Krishnan	Mr. Jitin Goyal	Dr. Theodore Roosevelt Malloch JR	Jonathan Eric Bayman
Date of Birth	07.04.1961	02.05.1961	18.02.1962	12.09.1970	22.09.1952	31.12.1955
Age	54	54	53	44	62	59
Date of first appointment	12-05-1995	19-11-2012	19-03-2015	07-11-2014	07-11-2014	22-01-2015
Experience in specific functional areas	Well experienced in the areas of accounting, finance, management, and corporate advisory services.	29 years of experience and has held numerous roles across the globe throughout career.	27 years rich experience in the Financial services sector. Developing strategy and vision, conceptualizing, building and leading cross-functional geographically diverse teams	18 years of industry experience. He has spent more than 10 years at Infosys with stints in the US, UK and Continental Europe, serving as the head of Sales for Europe, Middle East and Africa and as Head of Financial Services for Europe.	Worked in the US State Department and US Senate, did capital markets at Salomon Brothers on Wall Street.	Global head of operations and Chief Information Officer, also an in charge of Global Investment Banking Operations
Number of shares held in the company	31,622	NIL	10,000	NIL	NIL	NIL
Qualification	Chartered Accountant (CA)	Bachelor degree in Economics from St. Stephen's College, Delhi University and MBA from The Indian Institute of Management, Ahmedabad	MBA from The Indian Institute of Management, Bangalore	MBA in Finance & Strategy from the Indian Institute of Management, Calcutta and BE in Electronics from Thapar Institute of Engineering & Technology	Ph.D in International Political Economy from the university of Toronto and BA from Gordon College and an M.Litt from the University of Aberdeen on a St. Andrews Fellowship.	Bachelor's Program from the University of Connecticut School of Business, MBA in Finance from the Johnson Graduate School of management
List of Companies in which directorship held	Nineteen	NIL	Two	Two	NIL	NIL
Chairman / Members of the Committee of the Board of Companies in which he is a director	Two	NIL	NIL	NIL	NIL	NIL

POLARIS CONSULTING & SERVICES LIMITED

(formerly known as Polaris Financial Technology Limited)

(CIN: L65993TN1993PLC024142)

Registered Office: No.244, Anna Salai, Chennai – 600 006

Email id: shareholder.query@polarisft.com, company.secretary@polarisft.com

Website: www.polarisft.com ; Phone : 044 - 3984 3400, Fax: 044 - 2852 3280

**22nd Annual General Meeting to be held on 23rd June, 2015 at 03:00 PM
“RANI SEETHAI HALL”, NO. 603, FIRST FLOOR, ANNA SALAI, THOUSAND LIGHTS,
CHENNAI – 600 006**

Registered Folio No :(or)

Demat Account No.D.P.ID.No.....

Name of Shareholder(s)

I/We certify that I am/we are the Member(s) / Proxy of the Member(s) of the Company holding _____ Shares.

.....
Signature of Member(s) / Proxy

- A member or his duly appointed Proxy wishing to attend the meeting must complete this Admission Slip and hand it over at the entrance of the meeting hall.
- Name of the Proxy in BLOCK letters
(in case a Proxy attends the meeting)
- Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.



Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65993TN1993PLC024142

Name of the Company: Polaris Consulting & Services Limited

Registered office: 244, Anna Salai, Chennai – 600 006

Name of the Member (s)

Registered Address

E-mail ID

Folio No./ Client Id & DP. ID

I/We being the Member(s) of _____ shares of the above named Company, hereby appoint

1. Name : _____

Address : _____

E-mail ID : _____

Signature : _____, or failing him _____

2. Name : _____
Address : _____

E-mail ID : _____
Signature : _____, or failing him _____

3. Name : _____
Address : _____

E-mail ID : _____
Signature : _____, or failing him _____

as my/ our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Tuesday, the 23rd June, 2015 at 03:00 p.m. at "Rani Seethai Hall", No. 603, First Floor, Anna Salai, Thousand Lights, Chennai – 600 006** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

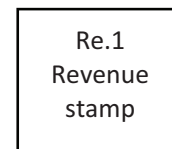
- 1 Adoption of financial statements
2. Declaration of Dividend
3. Re-appointment of retiring Director – Mr. Abhay Kumar Aggarwal
4. Re-appointment of retiring Director – Mr. Rajesh Mehta
5. Ratification of the appointment of Statutory Auditors
- 6.To appoint Ms.Uma Ratnam Krishnan as Independent Director under Section 149 of the Companies Act, 2013
7. To appoint Mr.Jitin Goyal as Executive Director
8. To appoint Dr.Theodore Roosevelt Malloch Jr. as Non-Executive Director
9. To appoint Mr.Jonathan Eric Beyman as Non-Executive Director

Signed this _____ day of _____ 2015.

Affix Revenue Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.