

PCSL/SEC/2015-16

June 12th, 2015

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: Formulation and Disclosure of Code under SEBI (Prohibition of Insider Trading) Regulations, 2015 – Reg

This is to inform you that that pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and in terms of SEBI circular no. CIR/ISD/01/2015 dated 11th May, 2015 the Company has formulated and adopted the Code of practices and procedures for fair disclosure of unpublished price sensitive information (Regulation 8) and Code of Conduct to regulate, monitor and report trading by insiders (Regulation 9) with effect from 15th May, 2015 which was duly approved by the Board of Directors of the Company.

We request you to kindly take the above information on record.

Thanking you,

Yours truly,

For Polaris Consulting & Services Limited

(Formerly known as Polaris Financial Technology Limited)


Christina Pauline Beulah
Company Secretary and Compliance Officer

Encl: as above



Polaris Consulting & Services Limited

(Formerly known as Polaris Financial Technology Limited)

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POLARIS CONSULTING & SERVICES LIMITED

B. CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Corporate Disclosure Policy

To ensure timely and adequate disclosure of 'Unpublished Price Sensitive Information' (UPSI), the following norms / principles shall be followed by the Company.

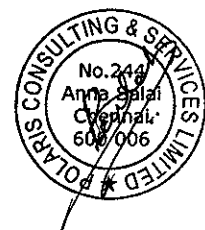
2. Prompt public disclosure of UPSI

The Company shall make a prompt public disclosure of UPSI that would impact the price discovery, as soon as credible and concrete information comes into being, in order to make such information generally available.

3. The Board of Directors shall ensure that the price sensitive information that would impact price discovery no sooner that the information comes into being in order to make such information generally available to the public and authorize the Compliance Officer in this regard to take necessary action to make the information available to the general public.
4. The Board of Directors through the Chief Investor Relations Officer shall ensure that prompt dissemination of UPSI that may get disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of UPSI to Stock Exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedures.
6. The Board of Directors shall ensure that uniform and universal dissemination of UPSI to avoid selective disclosure.
7. The Company secretary shall be the Compliance Officer of the Company.

The Chief Financial Officer is designated as the "Chief Investor Relations Officer" to deal with the dissemination of information and disclosure of UPSI.

8. Information disclosure/ dissemination may normally be approved in advance by the Chairman and Managing Director or Chief Financial Officer of the Company.



9. If information is accidentally disclosed without prior approval as aforesaid, the Chief Investor Relations Officer may inform the Chairman immediately, even if the information is not considered price sensitive.
10. The Company shall supplement the information released to Stock Exchanges either by public announcements and / or by simultaneously publishing information in the Company's website.
11. By a due process of authorization from the Board of Directors or the Chairman of the Board of Directors or the Managing Director of the Company, Chairman and Managing Director or the Chief Financial Officer shall give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
12. The Board of Directors and the Key Managerial Personnel consisting of the Managing Director, Chief Financial Officer, Company Secretary shall ensure that information shared with analysts and research personnel is not UPSI.
13. The Board of Directors and the Management shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made. The Company shall provide only generally available information, namely information that is accessible to the public on a nondiscriminatory basis, to analysts/research persons/large investors like institutions.
14. In order to avoid misquoting or misrepresentation, it is desirable that at least two representatives of the Company be present at meetings handled by Company Personnel (other than Chairman and Managing Director and Chief Financial Officer) with analysts, brokers or Institutional Investors and discussion should preferably be recorded. It is also desirable that, if the meeting is a large gathering, the meeting may be video-graphed.
15. The Board of Directors and the Management shall ensure that all the UPSI shall be handled on a need-to-know basis.
16. Disclosure/dissemination of information may be done through various media such as publication of results or the Company's website and/ or press release so as to achieve maximum reach and quick dissemination. The Company shall ensure that disclosure of information to Stock Exchanges is made promptly.
17. The mail id of the Chief Investor Relations Officer is investor.relations@polarisft.com

