

23<sup>rd</sup> July 2014

To

The Chairman  
Polaris Financial Technology Limited  
244/713, Anna Salai,  
Chennai – 600006.

**SUB: SCRUTINIZER'S REPORT ON THE ELECTRONIC VOTING IN RESPECT OF  
MATTERS SET-OUT IN THE NOTICE OF 21ST ANNUAL GENERAL MEETING.**

Dear Sir,

1. I have been appointed as a Scrutinizer vide letter dated 30<sup>th</sup> April 2014 to scrutinize the e-voting in connection with the following matters set-out in the notice for the 21<sup>st</sup> Annual General Meeting, dated 30<sup>th</sup> April 2014:

a) Adoption of Financial Statements. (“**Resolution No.1**”)

b) Declaration of Dividend. (“**Resolution No.2**”)

c) Appointment of Mr.Abhay Agarwal, as a director, who retires by rotation and being eligible, has offered himself for re-appointment. (“**Resolution No.3**”)

d) Appointment of M/s.S.R.Batlilboi & Associates LLP, Chartered Accountants (Registration No. 101049W), Auditors of the Company to hold office from the conclusion of the 21<sup>st</sup> Annual General Meeting until the conclusion of the 23<sup>rd</sup> 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 to them. (“**Resolution No.4**”)

e) Appointment of Mr. R. C. Bhargava as an Independent Director. (“**Resolution No.5**”)

f) Appointment of Dr. Ashok Jhunjunwala as an Independent Director. (“**Resolution No.6**”)

g) Appointment of Mr. Arvind Kumar as an Independent Director. (“**Resolution No.7**”)

h) Appointment of Mr.Raju Venkatraman as an Independent Director. (“**Resolution No.8**”)

i) Appointment of Mr. V. Balaraman as an Independent Director. (“**Resolution No.9**”)



j) Approve payment of remuneration to non--executive directors. (**“Resolution No.10”**)

2. The Company had entered into an arrangement with Karvy Computershare Private Limited (“Karvy”), for providing the electronic voting (**“e-voting”**) facility.

The Chairman also suo-moto ordered electronic polling (**“e-poll”**) at the annual general meeting today, and Karvy made available the facility for the same.

**3. I submit my report as under, in respect of both (i.e) the e-voting and e-poll**

3.1 As per the information provided to me, the Company had completed the dispatch of notice of 21<sup>st</sup> annual general meeting, through courier on 28<sup>th</sup> June 2014 to the members whose names appeared on the register on members/list of beneficiaries as on 13<sup>th</sup> June 2014, and for those shareholders, whose email id were available in the electronic registry, the notice has been sent by email.

3.2 As per the information provided to me, the Company has published the advertisement required under Rule 20(3)(v) of the Companies (Management and Administration) Rules, 2014, on the 27<sup>th</sup> June 2014.

3.3 The e-voting period commenced on July 18, 2014 at 9.00 am IST and ended on 20<sup>th</sup> July, 2014 at 6:00 pm IST.

3.4 As required under Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014, the votes cast in the e-voting facility, were unblocked by the undersigned on the 21<sup>st</sup> July 2014, in the presence of Mr. T N Girish and Ms. A Sri Vidhya, both of whom are not employees of the Company. A statement to the effect that the aforesaid persons were witness to the unblocking is also attached.

3.5 The particulars of all the votes cast by the shareholders, containing the particulars as required under Rule 20(3)(xii) of the Companies (Management and Administration) Rules, 2014 are maintained in the electronic mode in format made available by Karvy.

3.6 With respect to the e-poll, the shareholders who came in person and who had not exercised the e-voting facility, alone were permitted to vote.



**4. Detail of e-voting that were cast between 18<sup>th</sup> July 2014 and 20<sup>th</sup> July 2014 is as under:**

Resolution No.	Total Number of shareholders who have cast their vote	No. of Equity shares
Resolution No. 1	75	3,08,67,200
Resolution No. 2	75	3,08,67,200
Resolution No. 3	75	3,08,67,200
Resolution No. 4	75	3,08,67,200
Resolution No. 5	75	3,08,67,200
Resolution No. 6	75	3,08,67,200
Resolution No. 7	75	3,08,67,200
Resolution No. 8	75	3,08,67,200
Resolution No. 9	75	3,08,67,200
Resolution No. 10	75	3,08,67,200

**5. Details of Votes cast in e-voting, that is considered as “NOT VALID”:**

Votes cast by custodians (in respect of all the resolutions) on behalf of Two (2) Institutional Shareholders, were considered to be “**NOT VALID**”, for the reasons specified hereinbelow:

**REASON:**

(i) Power of Attorney provided by one (1) Institutional Shareholder to the custodian, does not contain power to attend and vote or appoint any person to attend or appoint proxy at any meetings of the Company.

(ii) The custodian who has voted for one shareholder, has not made available the power of attorney provided by the shareholder for whom the custodian has voted.



**6. The details of the e-poll, held at the Annual General Meeting, today is as under:**

Resolution No.	Total Number of shareholders who have cast their vote	No. of Equity shares
Resolution No. 1	101	13,24,708
Resolution No. 2	101	13,24,708
Resolution No. 3	101	13,24,708
Resolution No. 4	101	13,24,708
Resolution No. 5	101	13,24,708
Resolution No. 6	101	13,24,708
Resolution No. 7	101	13,24,708
Resolution No. 8	101	13,24,708
Resolution No. 9	101	13,24,708
Resolution No. 10	101	13,24,708

**7. I report to you the details of votes cast “FOR” and “AGAINST”**

**A. Under the e-voting held between 18<sup>th</sup> July to 20<sup>th</sup> July**

Resolution No.	Total No. of Equity Shares	FOR		AGAINST	
		No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	2,83,16,052	2,83,16,052	100	0	0.00
Resolution No. 2	2,83,16,052	2,83,16,052	100	0	0.00
Resolution No. 3	2,83,16,052	2,83,15,912	99.9995	140	0.0005
Resolution No. 4	2,83,16,052	2,83,15,907	99.9995	145	0.0005
Resolution No. 5	2,83,16,052	2,67,42,450	94.45	15,73,602	5.55



Resolution No. 6	2,83,16,052	2,38,88,584	84.37	44,27,468	15.63
Resolution No. 7	2,83,16,047	2,67,42,460	94.45	15,73,587	5.55
Resolution No. 8	2,83,16,052	2,83,15,907	99.9995	145	0.0005
Resolution No. 9	2,83,16,052	2,83,15,907	99.9995	145	0.0005
Resolution No. 10	2,83,16,052	2,83,15,642	99.9986	410	0.0014

**B. Under the e-poll held today at the Annual General Meeting**

Resolution No.	Total No. of Equity Shares	FOR		AGAINST	
		No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	13,24,708	13,24,708	100	-	-
Resolution No. 2	13,24,708	13,24,708	100	-	-
Resolution No. 3	13,24,708	13,24,707	99.9999	1	0.0001
Resolution No. 4	13,24,708	13,24,708	100	-	-
Resolution No. 5	13,24,708	13,24,708	100	-	-
Resolution No. 6	13,24,708	12,35,275	93.25	89,433	6.75
Resolution No. 7	13,24,708	13,24,708	100	-	-
Resolution No. 8	13,24,708	13,24,708	100	-	-
Resolution No. 9	13,24,708	13,24,708	100	-	-
Resolution No. 10	13,24,708	13,24,708	100	-	-



**8. The aggregate of the votes of the voting through e-voting (held between 18<sup>th</sup> July 2014 and 20<sup>th</sup> July 2014) and the e-poll (held today at the annual general meeting) is as below:**

Resolution No.	FOR			AGAINST		
	No. of Shareholders	No. of Equity Shares	Percentage	No. of Shareholders	No. of Equity Shares	Percentage
Resolution No. 1	174	2,96,40,760	100	-	-	-
Resolution No. 2	174	2,96,40,760	100	-	-	-
Resolution No. 3	172	2,96,40,619	99.9995	3	141	0.0005
Resolution No. 4	173	2,96,40,615	99.9995	2	145	0.0005
Resolution No. 5	166	2,80,67,158	94.69	8	15,73,602	5.31
Resolution No. 6	150	2,51,23,859	84.76	26	45,16,901	15.24
Resolution No. 7	166	2,80,67,168	94.69	8	15,73,587	5.31
Resolution No. 8	173	2,96,40,615	99.9995	2	145	0.0005
Resolution No. 9	173	2,96,40,615	99.9995	2	145	0.0005



Resolution No.	FOR			AGAINST		
	No. of Shareholders	No. of Equity Shares	Percentage	No. of Shareholders	No. of Equity Shares	Percentage
Resolution No. 10	169	2,96,40,350	99.999	5	410	0.001

for इ एश्वर  
S.ESH

Place: Chennai  
Date: 23<sup>rd</sup> July 2014

S ESHWAR  
FCS. No. 6097, C.P. NO. 5280



**STATEMENT OF WITNESS AS REQUIRED TO BE PRESENT UNDER RULE 20(3)(XI)  
OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

**WITNESS 1**

I, T N Girish, S/o. Mr. S Nagarajan, resident of T-4, Manoj Apartments, 160/1, Lake View Road, West Mambalam, Chennai – 600033, hereby state that, I witnessed the unblocking of the votes on the web site evoting.karvy.com, when Mr. S Eshwar, Scrutinizer appointed by Polaris Financial Technology Limited, unblocked the same. I further state that I am not an employee of Polaris Financial Technology Limited.

SIGNATURE

*T.N. Girish*

DATE: 21/07/2014

**WITNESS 2**

I, A Sri Vidhya, W/o. Mr. V Kumar, resident of No.41, Sapthagiri Colony, Jaffarkhanpet, Chennai – 600083, hereby state that, I witnessed the unblocking of the votes on the web site evoting.karvy.com, when Mr. S Eshwar, Scrutinizer appointed by Polaris Financial Technology Limited, unblocked the same. I further state that I am not an employee of Polaris Financial Technology Limited.

SIGNATURE

*Sridhya*

DATE: 21-7-2014