<u>**POST OPEN OFFER REPORT**</u>

IN RESPECT OF OPEN OFFER MADE BY VIRTUSA CONSULTING SERVICES PRIVATE LIMITED ("ACQUIRER") ALONG WITH THE PERSONS ACTING IN CONCERT ("PACs") VIRTUSA CORPORATION ("PAC 1"/ "VIRTUSA US") AND VIRTUSA INTERNATIONAL B.V. ("PAC 2"/ "VIRTUSA NL") TO ACQUIRE SHARES OF POLARIS CONSULTING & SERVICES LIMITED ("TARGET COMPANY"/ "TC")

A. Names of the parties involved

1.	Target Company (TC)	Polaris Consulting & Services Limited
2.	Acquirer(s)	Virtusa Consulting Services Private Limited
3.	Persons acting in concert with Acquirers (PAC(s))	Virtusa Corporation ("PAC 1") Virtusa International B.V. ("PAC 2")
4.	Manager to the Open Offer	J.P. Morgan India Private Limited
5.	Registrar to the Open Offer	Karvy Computershare Private Limited

B. Details of the offer

- **Whether conditional offer: No**
- **Whether voluntary offer: No**
- **Whether competing offer: No**

C. Activity Schedule

Sl. No.	Activity	Due dates as specified in the SAST	Revised dates as per the Letter of Offer	Actual Dates
1.	Date of the public announcement (PA)	Thursday, November 5, 2015	Thursday, November 5, 2015	Thursday, November 5, 2015
2.	Date of publication of the Detailed Public Statement (DPS)	Monday, November 16, 2015	Monday, November 16, 2015	Monday, November 16, 2015
3.	Date of filing of draft letter of offer (LOF) with SEBI	Monday, November 23, 2015	Monday, November 23, 2015	Monday, November 23, 2015
4.	Date of sending a copy of the draft LOF to the TC and the concerned stock exchanges (SE)	Monday, November 23, 2015	Monday, November 23, 2015	Monday, November 23, 2015
5.	Date of receipt of SEBI comments	Tuesday, December 15, 2015	Tuesday, February 23, 2016	Tuesday, February 23, 2016
6.	Date of dispatch of LOF to the shareholders / custodian in case of Depositary Receipts	Monday, December 28, 2015	Thursday, March 3, 2016	Thursday, March 3, 2016
7.	Dates of price revisions / offer revisions (if any)	Wednesday, December 30, 2015	Tuesday March 8, 2016	Not Applicable
8.	Date of publication of recommendation by the independent directors of the	Thursday, December 31 2015	Wednesday March 9, 2016	Wednesday March 9, 2016

	TC			
9.	Date of issuing the offer opening advertisement	Friday January 1, 2016	Thursday March 10, 2016	Thursday March 10, 2016
10.	Date of commencement of the tendering period	Monday, January 4, 2016	Friday March 11, 2016	Friday March 11, 2016
11.	Date of expiry of the tendering period	Friday, January 15, 2016	Monday March 28, 2016	Monday March 28, 2016
12.	Date of making payments to shareholders	Monday, February 1, 2016	Tuesday April 12, 2016	Wednesday* April 6, 2016

*Note: * The payment of consideration to shareholders whose shares have been accepted in the Offer was made through Stock Exchange Mechanism of BSE on April 6, 2016. The unaccepted physical shares were dispatched to shareholders through Registered Post on April 12, 2016.*

D. Details of the payment consideration in the open offer

Sl. No.	Item	Details
1.	**Offer Price** for fully paid shares of TC (Rs. per share)	220.73
2.	**Offer Price** for partly paid shares of TC, if any	NA
3.	**Offer Size** (no. of shares x offer price per share) (Rs.)	5,897,892,797.66
4.	**Mode of payment of consideration** (cash or shares or secured listed debt instruments or convertible debt securities or combination)	Cash
5.	**If mode of payment is other than cash, i.e. through shares / debt or convertibles:**	
a.	**Details of offered security** • Nature of the security (shares or debt or convertibles) • Name of the company whose securities have been offered • Salient features of the security	Not Applicable
b.	**Swap Ratio** (ratio indicating the number of securities of the offeree company vis-à-vis shares of TC)	Not Applicable

E. Details of market price of the shares of TC

1. Name of the Stock Exchange where the shares of TC have been most frequently traded during 12 calendar months period prior to PA, and the volume of trading relative to the total outstanding shares of the TC

   The Equity Shares of the Target Company are listed on BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") and Metropolitan Stock Exchange of India Limited ("MSEI"). During the 12 calendar months prior to the month of issuance of the PA dated November 5, 2015, the shares of the TC were most frequently traded on the NSE and during this period, the total volume of trading was 178,522,510 Equity Shares and the weighted average number of listed equity shares during that period were 100,005,685. Traded turnover as a percentage to the weighted average number of listed Equity Shares was 178.5%.

2. Details of Market Price of the shares of TC on the aforesaid Stock Exchange in the following format:

Sl. No.	Particulars	**Date**	**Opening (Rs. per share)**	**Closing (Rs. per share)**
1.	1 trading day prior to the PA date	November 4, 2015	204.10	206.75
2.	On the date of PA	November 5, 2015	208.60	203.65
3.	On the date of commencement of the tendering period.	March 11, 2016	213.90	212.85
4.	On the date of expiry of the tendering period	March 28, 2016	200.60	189.10
5.	10 working days after the last date of the tendering period.	April 12, 2016	189.65	195.75
6.	Average market price during the tendering period (*viz. Average of the volume weighted market prices for all the days)*	March 11 to March 28, 2016	Not Applicable	206.42

F. Details of escrow arrangements

1. Details of creation of Escrow account, as under

	Date(s) of creation	**Amount (Rs)**	**Form of escrow account (Cash or Bank guarantee (BG) or Securities)**. (In case escrow consists of BG or securities, at least 1 % consideration is to be deposited in cash; the same may be indicated separately.)
Escrow Account	November 6, 2015	1,340,000,000.00*	Cash

** The Acquirer had, on November 9, 2015, deposited a sum of Rs. 1,340,000,000 (Rs. One Hundred and Thirty Four Crores Only), in accordance with the terms of the escrow agreement dated November 5, 2015. Subsequently, the cash escrow was further enhanced to Rs. 5,900,000,000 (Rs. Five Hundred and Ninety Crores Only) on February 29, 2016. The Manager to the Offer has been authorized by the Acquirer to operate and realize the monies lying to the credit of the Offer Escrow Account in terms of the SEBI (SAST) Regulations*

2. For such part of escrow account, which is in the form of cash, give following details :
   i. Name of the Scheduled Commercial Bank where cash is deposited: The Hongkong and Shanghai Banking Corporation Limited

   ii. Indicate when, how and for what purpose the amount deposited in escrow account was released, as under

Release of escrow account		
Purpose	**Date**	**Amount (Rs)**
Transfer to Special Escrow Account, if any	April 4, 2016	5,308,103,517.00
Amount released to Acquirer • Upon withdrawal of Offer	Not Applicable	
• Any other purpose (to be clearly specified)* • Other entities on forfeiture	Not Applicable Not Applicable	

**Apart from closure*

3. For such part of Escrow which consists of Bank Guarantee (BG) / Deposit of Securities, provide the following details
   - For Bank Guarantee – Not Applicable
   - For Securities – Not Applicable

G. Details of response to the open offer

Shares proposed to be acquired		Shares tendered*		Response level (no of times)	Shares accepted*		Shares rejected	
No	% to total diluted share capital of TC**	No.	% w.r.t (A)	(C) / (A)	No.	% w.r.t (C)	No = (C) - (E)	Reasons
(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)
26,719,942	26.00%	27,772,211	103.94%	1.0394	26,719,942	96.21%	1,052,269	Oversubscription

**Give bifurcation for fully paid-up shares, partly paid up shares, shares with differential voting rights, any other category, as applicable – All the Equity Shares tendered in the Offer were fully paid-up.*

***Based on Voting Share Capital of 102,769,009 shares as defined in the Letter of Offer*

H. Payment of Consideration

Due date for paying consideration to shareholders whose shares have been accepted	Actual date of payment of consideration	Reasons for delay beyond the due date
April 12, 2016	April 6, 2016	Not Applicable

- Details of special escrow account where it has been created for the purpose of payment to shareholders.

  Special Escrow Account titled as ***"Polaris Consulting – Open Offer Special Rupee Account"*** having Account No. 042-741009-002

- Name of the concerned Bank: The Hongkong and Shanghai Banking Corporation Limited
- Details of the manner in which consideration (where consideration has been paid in cash), has been paid to shareholders whose shares have been accepted*:

Mode of paying the consideration	No. of Shareholders	Amount of Consideration (Rs)
Physical mode	Not Applicable	
Electronic mode (ECS/ direct transfer, etc.)		

** The payment of consideration of Rs. 5,897,892,797.66/- to shareholders, corresponding to 1,143 bids, whose shares have been accepted in the Offer was made through Stock Exchange Mechanism of BSE on April 6, 2016.*

I. Pre and post offer Shareholding of the Acquirer / PAC in TC

	Shareholding of acquirer and PACs	No of shares	% of total share capital of TC as on closure of tendering period*
1.	Shareholding before PA	Nil	Nil
2.	Shares acquired by way of an agreement, if applicable	53,133,127	51.70%
3.	Shares acquired after the PA but before 3 working days prior to commencement of tendering period. - Through market purchases - Through negotiated deals/off market deals	Nil**	Nil**
4.	Shares acquired in the open offer	26,719,942	26.00%
5.	Shares acquired during exempted 21-day period after offer (if applicable)	Nil	Nil
6.	Post - offer shareholding***	79,853,069	77.70%

**Based on Voting Share Capital of 102,769,009 shares as defined in the Letter of Offer*

***Does not include shares which were acquired by way of the Share Purchase Agreement. As per the Share Purchase Agreement, the Acquirer acquired 47,679,077 shares on March 1, 2016 at Rs. 213.10 per share through on market purchase; 5,417,100 shares on March 1, 2016, 32,150 shares on March 2, 2016, 2,400 shares on March 3, 2016 and 2,400 shares on March 29, 2016 at Rs. 220.73 per share were acquired through off market purchase*

**** As on April 8, 2016*

J. Give further details, as under, regarding the acquisitions mentioned at points 3, 4 & 5 of the above table –

1.	Name(s) of the entity who acquired the shares	Virtusa Consulting Services Private Limited
2.	Whether disclosure about the above entity(s) was given in the LOF as either Acquirer or PAC	Disclosed in LOF as Acquirer
3.	No of shares acquired per entity	26,719,127
4.	Purchase price per share	220.73
5.	Mode of acquisition	Open Offer
6.	Date of acquisition	April 6, 2016

7.	Name of the Seller in case identifiable	All Shareholders of TC who have validly tendered their Equity Shares in the Open Offer

K. Pre and post offer Shareholding Pattern of the Target Company

		Shareholding in a TC			
	Class of entities	Pre- offer*		Post offer* (actuals)	
		No.	%**	No.	%**
1.	Acquirers	Nil	0.00%	79,853,069	77.70%
	PACs	Nil	0.00%	Nil	0.00%
2.	The Promoter Sellers***	28,999,050	28.22%	Nil	0.00%
3.	Continuing Promoters	Nil	0.00%	Nil	0.00%
4.	Sellers if not in 1 and 2	24,560,454	23.90%	210,780	0.21%
5.	Other Public Shareholders	46,801,270	45.54%	21,303,025	20.73%
TOTAL****		100,360,774	97.66%	101,366,874	98.64%

The figures in the above table have been derived from the Target Company's beneficiary position statement as maintained by the Target Company's RTA

**Pre-offer is as on the Identified Date of February 25, 2016 and post-offer is as on April 8, 2016*

*** Based on Voting Share Capital of 102,769,009 shares as defined in the Letter of Offer*

****Pursuant to Regulation 31A(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.), the TC has dispatched the notice of postal ballot dated March 29, 2016, seeking approval of the shareholders for re-classification of Promoter Sellers. The results of which shall be declared on May 20, 2016 at 3.00 pm.*

*****Total does not add up to 100% as Voting Share Capital includes stock options which have not yet been exercised*

L. Details of Public Shareholding in TC

1.	Indicate the minimum public shareholding the TC is required to maintain for continuous listing	25,341,719 shares i.e. 25.00% of the total outstanding equity share capital *
2.	Indicate the actual public shareholding and if it has fallen below the minimum public shareholding limit, delineate the steps which will taken in accordance with the disclosures given in the LOF	Actual public shareholding** is 21,513,805 shares i.e. 21.22% of the total outstanding equity share capital * As disclosed in the LOF, if the public shareholding of the Target Company falls below the prescribed minimum level of public shareholding, the Acquirer and the PACs shall decrease the non-public shareholding to the level specified and within the time stipulated under the SCRR, as per the requirements of Regulation 7(4) of the SEBI (SAST) Regulations, 2011 and the Listing Agreement.

**Based on Total outstanding share capital of 101,366,874 shares of the Target Company as on April 8, 2016*

*** Public shareholders include all shareholders except the Acquirer and the PACs, who shall, subject to* *approval of the shareholders of the Target Company, be re-classified as Promoters in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

M. Other relevant information, if any – Nil

Note: Capitalized terms used but not defined in this Report shall have the meanings assigned to such terms in the Public Announcement and/or the DPS and/or Letter of Offer

For J.P. Morgan India Private Limited

Sd/-

Authorized Signatory
Name: Nitin Maheshwari
Designation: Executive Director

Date: April 18, 2016
Place: Mumbai

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