**Polaris Financial Technology Directors Report | Polaris Financial Technology Ltd Directors Report**

The Company is engaged in Financial Technology business for the past 18 years and its products, technologically supporting financial industry. To represent the same, the name of the company was changed from Polaris Software Lab Limited to Polaris Financial Technology Limited which was approved by the shareholders at the Extraordinary General Meeting held on October 28, 2011. Subsequently the approval from the Registrar of Companies, Chennai, Ministry of Corporate Affairs, Government of India was obtained to change the name of the company into Polaris Financial Technology Limited w.e.f. November 16, 2011. 3. Business performances. The consolidated revenue of Polaris Financial Technology Limited from Software development services and products for the year ended March 31, 2012 stood at Rs.2,04,915.14 Lacs, as against the previous year''s revenues of Rs.159,542.63 Lacs. The consolidated Net Profit for the fiscal year ended March 31, 2012 stood at Rs.22,043.21 Lacs as against the previous year''s consolidated Net Profit of Rs.20,227.81 Lacs (before adjusting minority interest). The reserves and surplus increased to Rs.116,558 Lacs (2011-12) from Rs.98,295 Lacs (2010-11). 4. Subsidiaries. The Ministry of Corporate Affairs (MCA), Government of India vide its Circular No.2/2011 dated February 8, 2011 has granted general exemption under Section 212(8) of the Companies Act, 1956 subject to certain conditions being fulfilled by the Company. As required in the circular, the Board of Directors of the Company at its meeting held on October 12, 2012 passed a resolution giving consent for not attaching the Balance Sheet of subsidiary company(s). The requisite information about subsidiaries is furnished elsewhere in this Annual Report. Shareholders who wish to have a copy of the full report and accounts of the subsidiary(s) would be provided the same on receipt of a written request and those documents will be made available for inspection at the Registered Office on any working day at the business hours during the notice tenure of Annual General Meeting. 5. Cash & Cash equivalents. Polaris liquidity remains healthy with a cash reserve of over Rs.39,022.79 Lacs. The DSO is at an impressive 63 days. 6. Share Capital. During the year, under ASOP 2003 Scheme the company has allotted 2,46,500 equity shares of Rs.5/- each to 72 employees (associates includes Directors). As a result of the above allotments the issued, subscribed and paid-up equity share capital of the company was increased from Rs.495,977,985/- comprising of 99,195,597 equity shares of Rs.5/- each as on April 1, 2011 to Rs.497,210,485/- comprising of 99,442,097 numbers of equity shares of Rs.5/- each as on March 31, 2012. Further your company during this year, under ASOP 2004 Scheme transferred 70,600 equity shares of Rs.5/- each to 18 associates of Orbitech Employees Welfare Trust, on exercise of the options granted under the said scheme. 7. Dividend. The Company has declared an interim dividend of Rs.2/- per share (40%) on February 16, 2012. We propose a final dividend of Rs.3/- per share (60%) upon approval of the shareholders at the 19th Annual General Meeting; this dividend will be paid out of the profits of the company. The Register of members and share transfer books of the company will be closed w.e.f November 10, 2012 to November 19, 2012 (both days inclusive). 8. Corporate Governance. Your Company has been complying with the provisions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. A separate report on Corporate Governance along with Auditors'' certificate on compliance of the Corporate Governance norms as stipulated in Clause 49 of the Listing Agreement and Management Discussion & Analysis forming part of this report are provided elsewhere in this Annual Report. The Scheme of Arrangement (Demerger) between Polaris Financial Technology Limited (Polaris) and Optimus Global Services Limited (Optimus) was considered and approved by the shareholders of the Company at the Court convened meeting held on April 9, 2012. Consequently the Company has filed a petition with the Hon''ble High Court of Judicature at Madras on April 23, 2012 and it was heard on July 20, 2012. The Hon''ble High Court has approved the Scheme and passed its order on July 20, 2012 and the Scheme was effectuated from the appointed date, i.e. October 1, 2011. - Highlights. Optimus has two undertakings i.e., "BPO Undertaking" and "Other Undertaking". BPO Undertaking includes all services rendered by the company viz. the Business Process Outsourcing / Knowledge Process Outsourcing etc. The other Undertaking is engaged in the business of facilitating sale of equipment and software products. It has been proposed to demerge the BPO Undertaking with Polaris. Pursuant to the demerger, Polaris will be able to showcase the BPO services along with existing line of software products and services to its clientele. In other words, Polaris'' customers would have wider suite of software application and end-to-end products and services to pick and choose from. This would appeal not only to Polaris'' existing customers but also attract new clientele. This should also result in increased utilization of services of the BPO undertaking, which should make the BPO undertaking profitable. Further, the synergies of risk management and analysis can be better managed if the services and products offered by both Optimus and Polaris are managed under one roof, leading to better or optimum utilisation of human resources. The particulars, as prescribed under clause (e) of sub-section (1) of Section 217 of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are set out in the Annexure to the Directors'' report section. 11. Particulars of employees. In terms of the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, the names and other particulars of employees are set out in the Annexure to the Directors'' Report section. However, as per the provisions of Section 219 (1)(b)(iv) of the Companies Act, 1956 the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company. Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956 the Directors of your company confirm that: (i) In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures; (ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period; (iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities. (iv) The Directors had prepared the Annual Accounts on a "going concern basis". 13. Directors. Messrs Mr.Abhay Agarwal and Mr.Raju Venkatraman, Directors of the Company are retiring by rotation at the forthcoming Annual General Meeting of the Company and being eligible offer themselves for re-appointment. 14. Chief Financial Officer. Mr.Natarajan Narayanasamy has been appointed as Chief Financial Officer of the Company w.e.f July 1, 2012. Mr.S.R.Ramaswami & Mr.R.Srikanth former Chief Financial Officers of the Company resigned w.e.f June 30, 2012 and October 31, 2011 respectively. 15. Auditors. M/s S.R.Batliboi & Associates, Chennai Chartered Accountants who are the Statutory Auditors of the company retire at the forthcoming Annual General Meeting and are eligible for re-appointment. The retiring auditors have furnished a certificate of their eligibility for re-appointment with the provisions of Section 224(1B) of the Companies Act, 1956 and have indicated their willingness to be re-appointed. 16. Fixed deposits. Your company has not accepted any deposits during the financial year and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet. 17. Social connect Ullas Trust. A humble initiative which started in 1997 with just 32 children has today turned into a silent movement exemplifying the power of inclusive CSR. So far, Ullas Trust has awarded more than 30,000 scholarships to students in schools across Chennai, Hyderabad, Mumbai and Delhi. More than merit based scholarships; there has been active support from the associate community in the mentoring programs called SUMMIT, packaged in modules of five interventions per year over the four year period of a child''s association with Ullas. This year also saw the launch of the "Touch the Soil" program which seeks to help associates ''re- connect'' with their roots in all districts of Tamil Nadu, Andhra Pradesh, Maharashtra and the National Capital region. Ullas - Chennai. Ullas Trust celebrated its 14th Annual Workshop on August 20, 2011 in Music Academy where over 2,700 Ullas Achievers from IX and X participated in the "Can Do" workshop and were awarded Ullas Young Achievers Scholarships. Continuing its unrelenting endeavor of recognizing academic excellence in students from Corporation, Government and Government aided schools, the Ullas Trust awarded scholarships to students from across 175 schools in Chennai. As part of the Touch the Soil initiative, volunteer teams went to 151 schools from all 32 districts headquarters of Tamil Nadu to conduct the ''Can Do'' workshops in these schools thus covering approx 24,000 children. In addition to that, 215 students were awarded Higher Education Scholarships for pursuing professional courses. Ullas also sponsored easy learning of English (ELE) classes for the 6th to 8th Std children in 26 schools of five districts in Tamil Nadu through collaboration with a local NGO- Vidyarambam. These classes were also conducted at our Social Engineering hub at Kille, in the Government school premises. Ullas - Mumbai. Around 512 students from 14 municipal schools were awarded scholarships in the Mumbai workshop held on November 26, 2011. The Diary of Dreams session was very interactive making the students participate by penning down their dreams. The teamwork of around 50 associates who volunteered to travel to different zones in Mumbai, kick started the Summit classes with a new methodology of going to schools and conducting the classes there during the weekends. In addition to that, 46 students were awarded scholarships in 8 districts. Ullas - Hyderabad. In Hyderabad, 1,224 students eagerly participated in the Hyderabad Annual workshop on January 28, 2011 which was held at Vasavi Auditorium, Lakdi-ka-pul. The Young Achievers entertained everyone with a few cultural performances. The Diary of Dreams workshop was very interactive and enabled students to share their dreams. Weekend Program Summits were a great hit at Hyderabad which saw the participation of not only the Ullas children but also their friends who attended the classes in order to improve their communication skills. The Hyderabad Team took the initiative of ''Touch the Soil'' programme where the scholarships were given to 109 students from 124 schools across 20 districts. Associates travelled to the villages and distributed scholarship cheques. Ullas - Delhi. The Delhi chapter of Ullas conducted their Annual Workshop on October 16, 2011 where 172 Young Achievers participated from Noida and Delhi. The Diary of Dreams Workshop conducted went down very well with children interacting cheerfully with the Ullas volunteers. In Delhi also the volunteers travelled to schools to take the weekend classes in the schools. The Annual workshop for the Gurgaon chapter was conducted on November 25, 2011. 187 young achievers participated from schools located in Gurgaon district. The Planning Workshop for tenth standard children was conducted on August 25, 2011. Ullas Trust won Best CSR Practice Award from Blue dart in 2012. SAMPADA. SAMPADA - Special Appreciation and Mentoring Program Acknowledging Differently Abled is an inclusion program at Polaris where our SAMPADA colleagues are referred to as "Distinctly abled" rather than differently abled. Around 18% of associates at the Intellect Products Group business solution centre are SAMPADA colleagues. This unit designs and implements high performance banking solutions to over 52 banks across globe and offers the best Price to Performance ratio for their solutions. As part of the rural out-reach program, around 300 beneficiaries in remote districts of Tamil Nadu received orthotic supports under a collaboration model with a local NGO- Freedom Trust. 18. Acknowledgement. Your Directors take this opportunity to express the gratitude to all investors, clients, vendors, bankers, Regulatory and Government authorities, Stock Exchanges and business associates for their co-operation, encouragement and continued support extended to the Company. Your Directors also wish to place on record their appreciation to the Associates for their continuing support and unstinting efforts in ensuring an excellent all round operational performances at all levels. More from markets. Date Sources: Live BSE and NSE Quotes Service: TickerPlant | Corporate Data, F&O Data & Historical price volume data: Dion Global Solutions Ltd. BSE Quotes and Sensex are real-time and licensed from the Bombay Stock Exchange. NSE Quotes and Nifty are also real time and licenced from National Stock Exchange. All times stamps are reflecting IST (Indian Standard Time). By using this site, you agree to the Terms of Service and Privacy Policy.