



**RP - Sanjiv Goenka  
Group**

Growing Legacies

August 5, 2015



To:

National Stock Exchange of India Limited (Stock Code: FSL)  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (East)  
Mumbai - 400 051.

BSE Limited (Scrip Code: 532809)  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**Sub: Submission of Chairman's declaration of Results alongwith Scrutinizer's  
Report (Consolidated) in respect of 14<sup>th</sup> AGM of the Company held on  
August 3, 2015**

Dear Madam/ Sir,

We are pleased to inform you that Fourteenth Annual General Meeting (AGM) of the Company was held on Monday, August 3, 2015 at Manik Sabhagriha, 'Vishwakarma' M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Mumbai 400 050. In this connection, we are submitting the declaration of Results of resolutions passed at the AGM by the Chairman alongwith Scrutinizer's Report (Consolidated).

You are requested to take the above on record.

Thanking you,

For Firstsource Solutions Limited

  
Sanjay Gupta  
SVP-Corporate Affairs & Company Secretary

Cc:

|                                                                               |                                                                 |
|-------------------------------------------------------------------------------|-----------------------------------------------------------------|
| National Securities Depository Limited                                        | Central Depository Services (India) Ltd.                        |
| Trade World, A Wing<br>Kamala Mills Compound, Lower Parel<br>Mumbai - 400013. | 17th Floor, P J Towers<br>Dalal Street, Fort<br>Mumbai - 400023 |

**Declaration of Consolidated Results of Remote e-voting and voting through Ballot papers in respect of Fourteenth Annual General Meeting of Firstsource Solutions Limited held on August 3, 2015**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Firstsource Solutions Limited (the "Company") provided a facility to its members to vote on the resolutions proposed in the Notice dated June 27, 2015 of the Fourteenth Annual General Meeting (the "AGM") through remote e- voting using the platform provided by National Securities Depository Limited ("NSDL"). The said remote e-voting facility was available from 10.00 a.m. on Thursday, July 30, 2015 upto 5.00 p.m. on Sunday, August 2, 2015. Further, on August 3, 2015, the day of the AGM, the facility of voting through Ballot papers was also provided by the Company to its members present in person or by proxy, who did not cast their votes through remote e-voting. Ms. Amrita D. C. Nautiyal, Practicing Company Secretary was appointed as Scrutinizer to scrutinize the votes cast through remote e-voting and Ballot papers.

Based on the Scrutinizers' Report dated August 5, 2015, I, the undersigned, hereby declare that all 6 (Six) resolutions contained in the Notice dated June 27, 2015 of the Fourteenth AGM of the Company held on August 3, 2015 have been duly passed with requisite majority as per details given below:

| Sr. No. | PARTICULARS                                                                     | TYPE OF RESOLUTION (ORDINARY /SPECIAL) | FOR THE RESOLUTION |              |                             | AGAINST THE RESOLUTION |              |                             |
|---------|---------------------------------------------------------------------------------|----------------------------------------|--------------------|--------------|-----------------------------|------------------------|--------------|-----------------------------|
|         |                                                                                 |                                        | No. of Voters      | No. of Votes | % of total valid votes cast | No. of Voters          | No. of Votes | % of total valid votes cast |
| 1       | Adoption of consolidated and standalone financial statements & reports thereon. | Ordinary                               | 291                | 447,881,218  | 100                         | 2                      | 125          | Negligible                  |
| 2       | Appointment of Mr. Subrata Talukdar as a Director                               | Ordinary                               | 272                | 453,347,616  | 99.15                       | 24                     | 3,868,636    | 0.85                        |
| 3       | Re-appointment of M/S B S R & Co. LLP as Statutory Auditors                     | Ordinary                               | 282                | 457,174,668  | 99.99                       | 14                     | 61,826       | 0.01                        |



|   |                                                            |          |     |             |       |    |           |            |
|---|------------------------------------------------------------|----------|-----|-------------|-------|----|-----------|------------|
| 4 | Appointment of Mr. V. K. Sharma as an Independent Director | Ordinary | 281 | 457,227,843 | 100   | 13 | 6,516     | Negligible |
| 5 | Appointment of Ms. Grace Koshie as an Independent Director | Ordinary | 288 | 457,233,698 | 100   | 9  | 4,796     | Negligible |
| 6 | Appointment of Mr. Pradip Kumar Khaitan as a Director      | Ordinary | 276 | 453,608,594 | 99.21 | 21 | 3,629,900 | 0.79       |

The Scrutinizer's Report as referred to above is attached herewith

For **Firstsource Solutions Limited**

**Y. H. Malegam**  
**Chairman of the Fourteenth Annual General Meeting**

Place: Mumbai

Date: August 5, 2015

***Amrita D.C. Nautiyal***

Practising Company Secretary

1, Bina Shopping Centre,  
M.V. Road,  
Andheri East,  
Mumbai 400 069.  
Tel-Fax : 022 26830079/80  
amrita.nautiyal@gmail.com

**SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2013]*

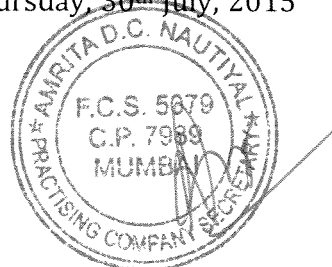
To,  
Mr. Y. H. Malegam  
Chairman of the Fourteenth Annual General Meeting,  
First Source Solutions Limited,  
5th Floor, Paradigm 'B' wing, Mindspace,  
Link Road, Malad (West),  
Mumbai – 400064.

Dear Sir,

I, Amrita D.C. Nautiyal, Practicing Company Secretary (FCS: 5079, CP No.: 7989), 1, Bina Shopping Centre, M.V. Road, Near Ganesh Mandir, Andheri (East), Mumbai – 400 069 , was appointed as Scrutinizer by the Board of Directors of Firstsource Solutions Limited (the “Company”) at its meeting held on May 5, 2015 for the Fourteenth Annual General Meeting (AGM) of the Company held on Monday, August 3, 2015 at 03.30 p.m. at Manik Sabhagrah, ‘Vishwakarma’ M.D. Lotlikar Vidya Sankul, Opp Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai- 400 050, for the purpose of scrutinizing the remote e-voting process and Ballot voting process at the AGM in a fair and transparent manner and ascertaining the requisite majority on the voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

1. I submit my report as under:

- 1.1. The Company provided remote e-voting facility to all the members as on the cut-off date i.e. July 27, 2015 and sent the AGM notice and Annual Report for the financial year 2014-15 electronically on July 2, 2015 to such members whose email IDs were registered with the depository participants. For the other members, the AGM notice and Annual Report for 2014-15 of the Company were sent by permitted mode through courier and post, dispatch of which was completed on July 10, 2015.
- 1.2. The remote e-voting period began at 10.00 a.m. on Thursday, 30<sup>th</sup> July, 2015 and ended at 5.00 p.m. on Sunday, 2<sup>nd</sup> August, 2015.

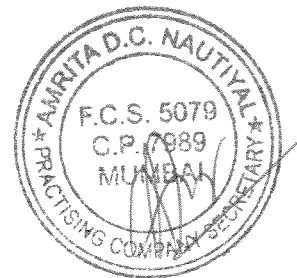


# *Amrita D.C. Nautiyal*

Practising Company Secretary

1, Bina Shopping Centre,  
M.V. Road,  
Andheri East,  
Mumbai 400 069.  
Tel-Fax : 022 26830079/80  
amrita.nautiyal@gmail.com

- 1.3. Particulars of all votes received electronically from the members have been entered in a register separately maintained for the purpose.
  - 1.4. The votes received electronically were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on the cut-off date i.e. 27<sup>th</sup> July, 2015.
  - 1.5. The votes were unblocked at Mumbai on 3<sup>rd</sup> August, 2015 in the presence of Mr. Deepak Nautiyal residing at Borivali (East), Mumbai and Ms. Mudra Bengali residing Andheri (East), Mumbai who are not the employees of the Company, and who have signed herein as witnesses to the unblocking of votes.
  - 1.6. After the time fixed for closing of voting by the Chairman, one Ballot box kept for voting was locked in my presence with due identification marks placed by me.
  - 1.7. The locked Ballot box was subsequently opened by me in the presence of two witnesses and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
  - 1.8. I did not find any Ballot paper invalid.
2. A summary result of the votes received electronically and through physical Ballot paper process for each of the resolutions are given below:



# Amrita D.C. Nautiyal

Practising Company Secretary

1, Bina Shopping Centre,  
M.V. Road,  
Andheri East,  
Mumbai 400 069.  
Tel-Fax : 022 26830079/80  
amrita.nautiyal@gmail.com

## (1) Resolution 1 - Ordinary Resolution

To consider and adopt:

(a) the audited financial statements of the Company for the financial year ended March 31, 2015 alongwith the reports of the Board of Directors and Auditors thereon; and  
(b) the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended March 31, 2015 alongwith the report of Auditors thereon.

| Sr. No. | Particulars                                                                                | Resolution 1                                   |                     |
|---------|--------------------------------------------------------------------------------------------|------------------------------------------------|---------------------|
|         |                                                                                            | No. of Ballots / Remote e-voting confirmations | No. of Shares voted |
| a.      | Votes cast through physical Ballots                                                        | 14                                             | 32,227,464          |
| b.      | Remote e-voting confirmations received                                                     | 279                                            | 415,653,879         |
|         | <b>Total</b>                                                                               | <b>293</b>                                     | <b>447,881,343</b>  |
| c.      | Less: Invalid Ballots / remote e-voting confirmations                                      | 0                                              | 0                   |
| d.      | <b>Net Valid Physical Ballot Forms / remote e-voting confirmations</b>                     | <b>293</b>                                     | <b>447,881,343</b>  |
|         | (i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution   | 291                                            | 447,881,218         |
|         | <b>% of assent</b>                                                                         | -                                              | <b>100</b>          |
|         | (ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution | 2                                              | 125                 |
|         | <b>% of dissent</b>                                                                        | -                                              | <b>Negligible</b>   |

Above resolution has been passed with **requisite majority**.



# Amrita D.C. Nautiyal

Practising Company Secretary

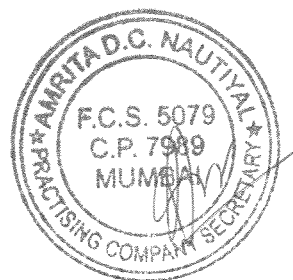
1, Bina Shopping Centre,  
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Mumbai 400 069.  
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amrita.nautiyal@gmail.com

## (2) Resolution 2 - Ordinary Resolution

*To appoint Mr. Subrata Talukdar (DIN 01794978), as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.*

| Sr. No. | Particulars                                                                                | Resolution 2                                   |                     |
|---------|--------------------------------------------------------------------------------------------|------------------------------------------------|---------------------|
|         |                                                                                            | No. of Ballots / Remote e-voting confirmations | No. of Shares voted |
| a.      | Votes cast through physical Ballots                                                        | 14                                             | 32,227,464          |
| b.      | Remote e-voting ;confirmations received                                                    | 282                                            | 424,988,788         |
|         | <b>Total</b>                                                                               | <b>296</b>                                     | <b>457,216,252</b>  |
| c.      | Less: Invalid Ballots / remote e-voting confirmations                                      | 0                                              | 0                   |
| d.      | <b>Net Valid Physical Ballot Forms / remote e-voting confirmations</b>                     | <b>296</b>                                     | <b>457,216,252</b>  |
|         | (i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution   | 272                                            | 453,347,616         |
|         | <b>% of assent</b>                                                                         | <b>-</b>                                       | <b>99.15</b>        |
|         | (ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution | 24                                             | 3,868,636           |
|         | <b>% of dissent</b>                                                                        | <b>-</b>                                       | <b>0.85</b>         |

Above resolution has been passed with **requisite majority**.



# Amrita D.C. Nautiyal

Practising Company Secretary

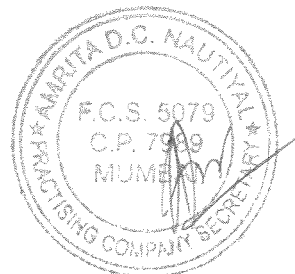
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amrita.nautiyal@gmail.com

## (3) Resolution 3 - Ordinary Resolution

*Re-appointment of M/s. B S R & Co. LLP, Chartered Accountants, bearing Registration Number: 1012 as the Statutory Auditors of the Company.*

| Sr. No. | Particulars                                                                                | Resolution 3                                   |                     |
|---------|--------------------------------------------------------------------------------------------|------------------------------------------------|---------------------|
|         |                                                                                            | No. of Ballots / Remote e-voting confirmations | No. of Shares voted |
| a.      | Votes cast through physical Ballots                                                        | 14                                             | 32,227,464          |
| b.      | Remote e-voting confirmations received                                                     | 282                                            | 425,009,030         |
|         | <b>Total</b>                                                                               | <b>296</b>                                     | <b>457,236,494</b>  |
| c.      | Less: Invalid Ballot / remote e-voting confirmations                                       | 0                                              | 0                   |
| d.      | <b>Net Valid Physical Ballot Forms / remote e-voting confirmations</b>                     | <b>296</b>                                     | <b>457,236,494</b>  |
|         | (i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution   | 282                                            | 457,174,668         |
|         | <b>% of assent</b>                                                                         | <b>-</b>                                       | <b>99.99</b>        |
|         | (ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution | 14                                             | 61,826              |
|         | <b>% of dissent</b>                                                                        | <b>-</b>                                       | <b>0.01</b>         |

Above resolution has been passed with **requisite majority**.



# Amrita D.C. Nautiyal

Practising Company Secretary

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amrita.nautiyal@gmail.com

## (4) Resolution 4 – Ordinary Resolution

*Appointment of Mr. V. K. Sharma as an Independent Director of the Company.*

| Sr. No. | Particulars                                                                                | Resolution 4                                   |                     |
|---------|--------------------------------------------------------------------------------------------|------------------------------------------------|---------------------|
|         |                                                                                            | No. of Ballots / Remote e-voting confirmations | No. of Shares voted |
| a.      | Votes cast through physical Ballots                                                        | 14                                             | 32,227,464          |
| b.      | Remote e-voting confirmations received                                                     | 280                                            | 425,006,895         |
|         | <b>Total</b>                                                                               | <b>294</b>                                     | <b>457,234,359</b>  |
| c.      | Less: Invalid Ballot / remote e-voting confirmations                                       | 0                                              | 0                   |
| d.      | <b>Net Valid Physical Ballot Forms / remote e-voting confirmations</b>                     | <b>294</b>                                     | <b>457,234,359</b>  |
|         | (i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution   | 281                                            | 457,227,843         |
|         | <b>% of assent</b>                                                                         | <b>-</b>                                       | <b>100</b>          |
|         | (ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution | 13                                             | 6,516               |
|         | <b>% of dissent</b>                                                                        | <b>-</b>                                       | <b>Negligible</b>   |

Above resolution has been passed with **requisite majority**.



# Amrita D.C. Nautiyal

Practising Company Secretary

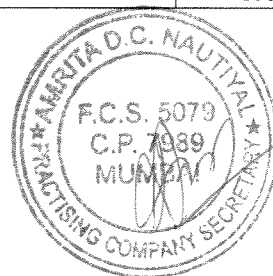
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Tel-Fax : 022 26830079/80  
amrita.nautiyal@gmail.com

## (5) Resolution 5 - Ordinary Resolution

*Appointment of Ms. Grace Koshie as an Independent Director of the Company.*

| Sr. No. | Particulars                                                                                | Resolution 5                                   |                     |
|---------|--------------------------------------------------------------------------------------------|------------------------------------------------|---------------------|
|         |                                                                                            | No. of Ballots / Remote e-voting confirmations | No. of Shares voted |
| a.      | Votes cast through physical Ballots                                                        | 14                                             | 32,227,464          |
| b.      | Remote e-voting confirmations received                                                     | 283                                            | 425,011,030         |
|         | <b>Total</b>                                                                               | <b>297</b>                                     | <b>457,238,494</b>  |
| c.      | Less: Invalid Ballot / remote e-voting confirmations                                       | 0                                              | 0                   |
| d.      | <b>Net Valid Physical Ballot Forms / remote e-voting confirmations</b>                     | <b>297</b>                                     | <b>457,238,494</b>  |
|         | (i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution   | 288                                            | 457,233,698         |
|         | <b>% of assent</b>                                                                         | <b>-</b>                                       | <b>100</b>          |
|         | (ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution | 9                                              | 4,796               |
|         | <b>% of dissent</b>                                                                        | <b>-</b>                                       | <b>Negligible</b>   |

Above resolution has been passed with **requisite majority**.



# Amrita D.C. Nautiyal

Practising Company Secretary

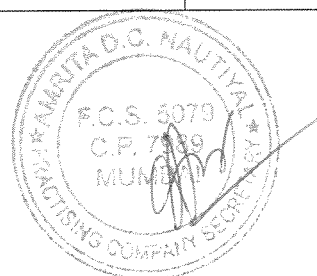
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amrita.nautiyal@gmail.com

## (6) Resolution 6 - Ordinary Resolution

*Appointment of Mr. Pradip Kumar Khaitan as a Director of the Company.*

| Sr. No. | Particulars                                                                                | Resolution 6                                   |                     |
|---------|--------------------------------------------------------------------------------------------|------------------------------------------------|---------------------|
|         |                                                                                            | No. of Ballots / Remote e-voting confirmations | No. of Shares voted |
| a.      | Votes cast through physical Ballots                                                        | 14                                             | 32,227,464          |
| b.      | Remote e-voting confirmations received                                                     | 283                                            | 425,011,030         |
|         | <b>Total</b>                                                                               | <b>297</b>                                     | <b>457,238,494</b>  |
| c.      | Less: Invalid Ballots / remote e-voting confirmations                                      | 0                                              | 0                   |
| d.      | <b>Net Valid Physical Ballot Forms / remote e-voting confirmations</b>                     | <b>297</b>                                     | <b>457,238,494</b>  |
|         | (i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution   | 276                                            | 453,608,594         |
|         | <b>% of assent</b>                                                                         | <b>-</b>                                       | <b>99.21</b>        |
|         | (ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution | 21                                             | 3,629,900           |
|         | <b>% of dissent</b>                                                                        | <b>-</b>                                       | <b>0.79</b>         |

Above resolution has been passed with **requisite majority**.



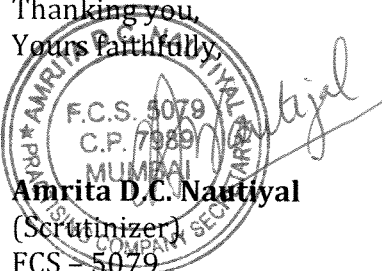
# **Amrita D.C. Nautiyal**

Practising Company Secretary

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3. You may accordingly declare the consolidated result of the voting through physical Ballots and electronic means.
4. The Ballot papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.
5. All the relevant records of remote electronic voting and voting through physical Ballots will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Fourteenth Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

  
**Amrita D.C. Nautiyal**  
(Scrutinizer)  
FCS - 5079  
CP - 7989

**Place:** Mumbai

**Date:** August 05, 2015

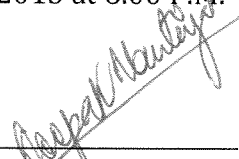
**For Firstsource Solutions Limited**



**Y. H. Malegam**

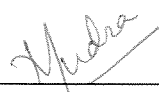
(Chairman of the Fourteenth Annual General Meeting)

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Depository Services (India) Limited in our presence at Mumbai on 3<sup>rd</sup> August, 2015 at 6.00 P.M.

  
(Signature)

Name: Deepak Nautiyal

Address: B/701, Koyna, Shantivan,  
Borivali (East), Mumbai 400 066.

  
(Signature)

Name: Mudra Bengali

Address: B/75, Bina Apts.,  
Andheri (East), Mumbai 400 069.