



**Report of Scrutinizer for Voting through E-voting on Postal Ballot**

**[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of  
the Companies (Management and Administration) Rules 2014]**

To

Ms. Pooja Nambiar,  
Company Secretary  
Firstsource Solutions Limited  
5th Floor, Paradigm 'B' wing,  
MindSPACE, Link Road, Malad (West),  
Mumbai - 400064,  
Maharashtra, India

Dear Madam,

**Scrutinizer's Report on Postal Ballot conducted through the remote e-voting process  
pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the  
Act") read with Rule 20 and 22 of the Companies (Management & Administration)  
Rules, 2014.**

1. I, T.R Ravichandran (Membership no.F7076 & Certificate of Practice No.11651), proprietor of M/s TRR & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer by the Board of Directors of Firstsource Solutions Limited (hereinafter referred as "the Company") on 28<sup>th</sup> October 2024, pursuant to the Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the purpose of scrutinizing the postal ballot voting conducted by way of remote e-voting process in a fair and transparent manner on the resolutions set out in the Postal Ballot Notice dated 28<sup>th</sup> October 2024 (hereinafter referred as "Notice") issued in accordance with the Act and Rules read along with the General Circular



No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 3/2022 dated May 6, 2022 and General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘Listing Regulations’) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and the Secretarial Standards-2 (SS-2) on the General Meetings issued by the Institute of Company Secretaries of India (‘ICSI’).

2. The remote e-voting facility was provided by Central Depository Services Limited (“CDSL”)
3. My responsibility as scrutinizer for the Postal ballot process is limited to ensure conducting the postal ballot voting process in a fair and transparent manner and to prepare a Scrutinizer’s Report of the votes cast in Favour or Against the resolutions as stated in the said notice. My report is based on the verification of data and reports generated from the e-voting system provided by Central Depository Services Limited (hereinafter referred to as “CDSL”), the agency engaged by the company to provide e-voting facilities for voting through electronic means.
4. Member’s approvals were sought for approving the following Special Businesses i.e.,
  - i. Re-Appointment of Ms. Vanita Uppal (DIN: 07286115) as an Independent Director of the Company.



- ii. Re-Appointment of Mr. Utsav Parekh (DIN: 00027642) as an Independent Director of the Company.
  
5. Pursuant to Section 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the Electronic copy of the Notice and explanatory statement along with the process of E-voting were sent to the shareholders whose email addresses are registered with the Company/Depository Participant(s)/Registrar and Share Transfer Agent of the Company for communication purposes in compliance with MCA Circulars dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 8th December 2021 and 5th May 2022, 28th December 2022 and 25th September 2023 19th September 2024 and SEBI Circular dated 12th May, 2020, 28th September 2020, 15th January, 2021 and 13th May, 2022 and applicable provisions of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement via electronic mode on November 12, 2024 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, November 8, 2024 ("cut-off-date").
  
6. The Members holding shares as on the "cut off" date (i.e.) Friday, November 8, 2024, were entitled to vote on the proposed resolutions set out in the notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.
  
7. The Members were required to communicate their assent or dissent only through remote e-voting system in terms of the said MCA Circulars.
  
8. The e-voting period commenced on Thursday, November 14<sup>th</sup>, 2024 at 9.00 A.M. (IST) onwards and concluded on Friday, December 13<sup>th</sup>, 2024 at 5.00 P.M. (IST).



9. The votes were unblocked at 5:01 P.M. (IST) on Friday, December 13<sup>th</sup>, 2024 by me after the conclusion of e-voting period for the Postal Ballot in the presence of two witnesses who are not in the employment of the Company.
10. The votes casted by the Members through e-voting were reconciled with the records maintained by the Registrar and transfer agent of the Company i.e. 3i Infotech Ltd.
11. The register, in accordance with Rule 20 (4)(xiv) and Rule 22 (10) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.
12. I now submit herewith the Scrutinizer's Report on the results of the e-voting for postal Ballot, based on the report generated by the e-voting website of CDSL in respect of the following resolutions as under:

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## Special Resolution

### Resolution Item No. 1: Special Resolution

Re-Appointment of Ms. Vanita Uppal (DIN: 07286115) as an Independent Director of the Company.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = {[2]/ [1]} *100	[4]	[5]	[6] = {[4]/ [2]} *100	[7] = {[5]/ [2]} *100
<b>Promoter and Promoter Group</b>	E – Voting through Postal Ballot	37,39,76,673	37,39,76,673	100.00	37,39,76,673	0	100.0000	0.00
<b>Public - Institutions</b>		21,95,73,188	19,53,86,310	88.98	19,49,25,889	4,60,421	99.76	0.24
<b>Public-non-institutions</b>		10,34,40,965	5,63,413	0.54	5,51,359	12,054	97.86	2.14
<b>Total</b>		<b>69,69,90,826</b>	<b>56,99,26,396</b>	<b>81.77</b>	<b>56,94,53,921</b>	<b>4,72,475</b>	<b>99.92</b>	<b>0.08</b>

Note: - As per the e-voting details, total 979 members have voted for the resolution no.1.

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## Resolution Item No. 2: Special Resolution

Re-Appointment of Mr. Utsav Parekh (DIN: 00027642) as an Independent Director of the Company

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = {[2]/[1]} *100	[4]	[5]	[6] = {[4]/[2]} *100	[7] = {[5]/[2]} *100
Promoter and Promoter Group	E – Voting through Postal Ballot	37,39,76,673	37,39,76,673	100.00	37,39,76,673	-	100.00	-
Public - Institutions		21,95,73,188	19,53,86,310	88.98	8,08,80,061	11,45,06,249	41.39	58.61
Public- non-institutions		10,34,40,965	5,64,590	0.55	5,55,178	9,412	98.33	1.67
<b>Total</b>		<b>69,69,90,826</b>	<b>56,99,27,573</b>	<b>81.77</b>	<b>45,54,11,912</b>	<b>11,45,15,661</b>	<b>79.91</b>	<b>20.09</b>

Note: - As per the e-voting details, total 983 members have voted for resolution no 2.

All the aforesaid resolutions were passed by requisite majority. The vote cast does not include abstained votes.

For TRR & Associates

THARUVAI  
RAMACHANDRA  
N  
RAVICHANDRAN

Digitally signed by  
THARUVAI  
RAMACHANDRAN  
RAVICHANDRAN  
Date: 2024.12.14  
11:00:58 +05'30'

T.R Ravichandran

M.NO: 7076

CP: 11651

UDIN: F007076F003380974

Peer Review no:4194/2023

Date: 14/12/2024

Place: Chennai

Countersigned by

Ms. Pooja Nambiar,

Company Secretary

Firstsource Solutions Limited

Place: Mumbai



We, the undersigned, have witnessed that the results of the postal ballot by way of e-voting were unblocked and downloaded from the CDSL's evoting platform in our presence on Friday, December 13, 2024.

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Mr. Mahadevan. R

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Mr. Om Siva Guru