

3rd August 2019

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

Dear Madam/ Sir,

**Sub: Submission of the declaration of Voting Results along with Scrutinizer's Report
(Consolidated) in respect of 18th AGM of the Company held on 2nd August 2019**

We are pleased to inform you that 18th Annual General Meeting (AGM) of the Company was held on Friday, 2nd August 2019 at Rangsharda Auditorium, Krishna Chandra Marg, Near Lilavati Hospital, Nityanand Nagar, ONGC Colony, Bandra West, Mumbai 400 050.

In this connection, we are submitting the declaration of Voting Results of the Resolutions put to vote and passed at the AGM alongwith Scrutinizer's Report (Consolidated). The said declaration of Voting Results has been executed by Ms. Pooja Nambiar, Company Secretary & Compliance Officer, as authoised by the Chairman.

You are requested to take the above on record.

Thanking you,

For **Firstsource Solutions Limited**

 **Pooja Nambiar**
Company Secretary & Compliance Officer
Encl.: A/a
Cc:



National Securities Depository Limited	Central Depository Services (India) Ltd.
Trade World, A Wing, Kamala Mills Compound, Lower Parel Mumbai - 400013.	Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai 400013

FIRSTSOURCE SOLUTIONS LTD.,

Paradigm B, 5th Floor, Mindspace, New Link Road, Malad (W), Mumbai - 400 064. India.
Tel: +91 22 6666 0888 | Fax: +91 22 6666 0887 | Web: www.firstsource.com

**Declaration of Consolidated Results of Remote e-voting and voting
through Ballot papers in respect of 18th Annual General Meeting of
Firstsource Solutions Limited held on 2nd August 2019**

In terms of Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Firstsource Solutions Limited (the "Company") provided a facility to its members to vote on the resolutions proposed in the Notice dated 27th June 2019 of the 18th Annual General Meeting (the "AGM") through remote e-voting using the platform provided by Central Depository Services (India) Limited ("CDSL"). The said remote e-voting facility was available from 9.00 a.m. on Monday, 29th August 2019 up to 5.00 p.m. on Thursday, 1st August 2019. Further, on 2nd August, 2019 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. Rathi & Associates, Company Secretary in whole time Practice was appointed as Scrutinizer to scrutinize the votes cast through remote e-voting and Ballot papers.

Based on the Scrutinizer's Report dated 3rd August 2019, I, the undersigned, hereby declare that all 8 (Eight) resolutions contained in the Notice of the AGM held on 2nd August 2019 have been duly passed with requisite majority as per details given herein below:





Sr. No.	PARTICULARS	TYPE OF RESOLUTION (ORDINARY /SPECIAL)	FOR THE RESOLUTION			AGAINST THE RESOLUTION		
			No. of Voters	No. of Shares Voted	% of total valid votes cast	No. of Voters	No. of Shares Voted	% of total valid votes cast
1	Adoption of the Audited Standalone and Consolidated financial statements for the financial year ended 31 st March 2019	Ordinary	189	49,78,19,958	100	3	3	0.00
2	Declare a final dividend for the FY2018-19	Ordinary	188	49,82,91,836	100	5	94	0.00
3	Re-appointment of Mr. Shashwat Goenka (DIN 03486121), as a Director of the Company, liable to retire by rotation	Ordinary	179	48,75,01,094	99.84	13	7,90,836	0.16
4	Appointment of Mr. Pratip Chaudhuri (DIN 00915201) as an Independent Director of the Company	Ordinary	174*	48,75,09,355	97.84	19	1,07,82,575	2.16





5	Appointment of Mr. Sunil Mitra (DIN 00113473) as an Independent Director of the Company	Ordinary	181	49,09,10,023	98.52	12	73,81,907	1.48
6	Appointment of Mr. Charles Richard Vernon Stagg (DIN 07176980) as an Independent Director of the Company	Ordinary	182	49,82,89,557	100	11	2,373	0.00
7	Appointment/ Continuation of appointment of Mr. Pradip Kumar Khaitan (DIN 00004821) as a Director of the Company	Special	117	44,91,65,285	91.99	75	3,91,26,645	8.01
8	Approval of Firstsource Employees Stock Option Scheme 2019 (ESOP 2019)	Special	103	45,64,33,963	91.78	89	4,08,58,367	8.22

*It includes vote casted by a shareholder who has voted for part of the shares in favour and other part of the shares against the resolution.

The Scrutinizer's Report as referred to above be attached herewith.

For **Firstsource Solutions Limited**



Pooja Nambiar
Company Secretary & Compliance Officer

Place : Mumbai

Date : 3rd August 2019

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

August 3, 2019

To,
The Chairman,
FIRSTSOURCE SOLUTIONS LIMITED
Paradigm B, 5th Floor, Mindspace
New Link Road, Malad (West)
Mumbai – 400 064

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at 18th Annual General Meeting of the members of Firstsource Solutions Limited

Firstsource Solutions Limited ("the Company") at their Board meeting held on May 6, 2019 has appointed our Firm as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice dated June 26, 2019 of the 18th Annual General Meeting of the Company held on August 2, 2019, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting by physical ballot on the resolutions as contained in the aforesaid Notice of the 18th Annual General Meeting of the Members of the Company. Our responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and voting by ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CSDL), the agency engaged by the Company to provide e-voting facility and physical voting by ballots as provided by 3i Infotech Limited.



As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 18th Annual General Meeting was sent to the Members by permitted means, for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of :
 - a) the Audited Financial statements of the Company for the financial year ended 31st March, 2019 along with the Reports of the Board of Directors and the Auditors thereon; and
 - b) the Audited Consolidated Financial statements of the Company and its subsidiaries for the financial year ended 31st March, 2019 along with the Reports of the Auditors thereon;
2. **Resolution No. 2** as an Ordinary Resolution for declaration of final dividend for the Financial Year 2018-19;
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Shashwat Goenka (DIN: 03486121), who retired by rotation at 18th Annual General Meeting and being eligible, had offered himself for re-appointment;
4. **Resolution No. 4** as an Ordinary Resolution for appointment of Mr. Pratip Chaudhuri (DIN: 00915201), as an Independent Director of the Company for the period of five (5) consecutive years w.e.f. April 1, 2019;
5. **Resolution No. 5** as an Ordinary Resolution for appointment of Mr. Sunil Mitra (DIN: 00113473), as an Independent Director of the Company for the period of five (5) consecutive years w.e.f. April 1, 2019;
6. **Resolution No. 6** as an Ordinary Resolution for appointment of Mr. Charles Richard Vernon Stagg (DIN: 07176980), as an Independent Director of the Company for the period of three (3) consecutive years w.e.f. May 6, 2019;
7. **Resolution No. 7** as a Special Resolution for appointment/continuation of Mr. Pradip Kumar Khaitan (DIN: 00004821), as a Director of the Company effective from April 1, 2019, liable to retire by rotation;
8. **Resolution No. 8** as a Special Resolution for approval of Firstsource Employees Stock Option Scheme 2019 (ESOP 2019).

Remote e-voting facility was made available to Shareholders of the Company to exercise their voting rights from 9:00 a.m. of Monday, 29th July, 2019 upto 5:00 p.m. of Thursday, 1st August, 2019. Accordingly, e-votes casted upto 5:00 p.m. of Thursday, 1st August, 2019 have been considered for our scrutiny.



After the conclusion of the 18th Annual General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Suresh Shah and Mr. Tamal Majumdar and thereafter through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Harsh Shah and Mr. Abhishek Bharadwaj.

A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 18th Annual General Meeting with their pattern of voting is as per Annexure enclosed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 18th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Meeting or any other person authorised by him in this regard.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES



JAYESH SHAH
PARTNER
FCS NO: 5637
COP NO: 2535



ANNEXURE

The summary of the votes cast through remote e-Voting and physical ballots received for each of the resolutions is given below:

For Resolution Nos. 1 (a) & (b):

Sr. No.	Particulars	Resolution No. 1	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	19	3,36,72,902
b.	Remote e-Voting Confirmations received	173	46,41,47,059
	Total	192	49,78,19,961
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	192	49,78,19,961
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	189	49,78,19,958
% of Assent			100.00*
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	3	3
% of Dissent			0.00*

* rounded off to nearest decimal.



For Resolution No.2:

Sr. No.	Particulars	Resolution No. 2	
		No. of Physical Ballots / Remote Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	19	3,36,72,902
b.	Remote e-Voting Confirmations received	174	46,46,19,028
	Total	193	49,82,91,930
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	193	49,82,91,930
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	188	49,82,91,836
% of Assent			100.00*
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	5	94
% of Dissent			0.00*

* rounded off to nearest decimal.



For Resolution No. 3:

Sr. No.	Particulars	Resolution No. 3	
		No. of Physical Ballots / Remote e-Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	19	3,36,72,902
b.	Remote e-Voting Confirmations received	173	45,46,19,028
	Total	192	48,82,91,930
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	192	48,82,91,930
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	179	48,75,01,094
% of Assent			99.84*
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	13	7,90,836
% of Dissent			0.16*

* rounded off to nearest decimal.



For Resolution No. 4:

Sr. No.	Particulars	Resolution No. 4	
		No. of Physical Ballots / Remote Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	19	3,36,72,902
b.	Remote e-Voting Confirmations received	174	46,46,19,028
	Total	193	49,82,91,930
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	193	49,82,91,930
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	*174	48,75,09,355
% of Assent			97.84*
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	*19	1,07,82,575
% of Dissent			2.16*

* rounded off to nearest decimal.

*It includes vote casted by a shareholder who has voted for part of the shares in favour and other part of the shares against the resolution.



For Resolution No. 5:

Sr. No.	Particulars	Resolution No. 5	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	19	3,36,72,902
b.	Remote e-Voting Confirmations received	174	46,46,19,028
	Total	193	49,82,91,930
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	193	49,82,91,930
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	181	49,09,10,023
% of Assent			98.52*
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	12	73,81,907
% of Dissent			1.48*

* rounded off to nearest decimal.



For Resolution No. 6:

Sr. No.	Particulars	Resolution No. 6	
		No. of Physical Ballots / Remote Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	19	3,36,72,902
b.	Remote e-Voting Confirmations received	174	46,46,19,028
	Total	193	49,82,91,930
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	193	49,82,91,930
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	182	49,82,89,557
% of Assent			100.00*
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	11	2,373
% of Dissent			0.00*

* rounded off to nearest decimal.



For Resolution No. 7:

Sr. No.	Particulars	Resolution No. 7	
		No. of Physical Ballots / Remote Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	19	3,36,72,902
b.	Remote e-Voting Confirmations received	173	45,46,19,028
	Total	192	48,82,91,930
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	192	48,82,91,930
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	117	44,91,65,285
% of Assent			91.99*
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	75	3,91,26,645
% of Dissent			8.01*

* rounded off to nearest decimal.



For Resolution No. 8:

Sr. No.	Particulars	Resolution No. 8	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	19	3,36,72,902
b.	Remote e-Voting Confirmations received	173	46,36,19,428
	Total	192	49,72,92,330
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	192	49,72,92,330
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	103	45,64,33,963
% of Assent			91.78*
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	89	4,08,58,367
% of Dissent			8.22*

* rounded off to nearest decimal.

Firstsource Solutions Limited

Anamika
Authorized Signatory

