

FIRSTSOURCE SOLUTIONS LIMITED

CIN: L64202MH2001PLC134147

Regd. Office: 5th Floor, Paradigm 'B' Wing, Mindspace, Link Road, Malad (West), Mumbai - 400 064, India

Tel: + 91 22 6666 0888 **Fax:** + 91 22 6666 0887 **web:** www.firstsource.com

email: complianceofficer@firstsource.com

TO THE MEMBERS OF THE COMPANY

Notice pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014

NOTICE IS HEREBY GIVEN that the Resolution set out hereunder for appointment of Mr. Vipul Khanna as Managing Director & CEO is proposed to be passed through Postal Ballot and Electronic Voting (E-voting). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ["the Act"] relating to the Resolution is annexed thereto. The Postal Ballot Form along with self-addressed postage prepaid envelope is enclosed.

The Board of Directors of the Company at its meeting held on 6th November, 2019 appointed M/s. Rathi & Associates, Company Secretaries in Practice, as the Scrutinizer for scrutinizing the Postal Ballot and E-voting process.

Members have the option to vote either by Postal Ballot or through E-voting. Members opting to vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on **Saturday, 11th January, 2020**. Members who opt for E-voting are requested to read carefully the instructions given in the Notes forming part of this Notice.

Based on the Scrutinizer's Report, the Results of the Postal Ballot and E-voting will be declared by **Monday, 13th January, 2020 by 5.00 p.m.** at the Registered Office of the Company. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.firstsource.com under the section 'Investor Relations' and will also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed. Central Depository Services (India) Limited (CDSL), engaged by the Board of Directors of the Company for facilitating E-voting, will also display these Results on its website www.evotingindia.com.

SPECIAL BUSINESS:

Appointment of Mr. Vipul Khanna as Managing Director & CEO of the Company:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 (the Act), Companies (Appointment and Qualification of Directors) Rules, 2014 and the regulations/guidelines, etc. as prescribed/notified in this regard by the Securities and Exchange Board of India (SEBI), from time to time, and the provisions of the Articles of Association of the Company, Mr. Vipul Khanna (DIN: 00889710), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 2nd August, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), read with Schedule V to the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Articles of Association of the Company and in accordance with circulars/ guidelines issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the Central Government and such other requisite approvals, if any, and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors (hereinafter referred to as the 'Board' which term shall include any Committee of the Board), consent of the Company be and is hereby accorded to the appointment of Mr. Vipul Khanna (DIN: 00889710), a person who is not a resident of India, as the Managing Director & CEO ("MD & CEO") of the Company, not liable to retire by rotation, for a period of five (5) years effective from 2nd August, 2019 on the terms and conditions of appointment and remuneration as contained in the draft agreement, material terms of which are set out herein below in the Resolution.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the remuneration, allowances, reimbursement and other perquisites, etc. payable to Mr. Vipul Khanna, as MD & CEO of the Company, as per details given below:

I. Salary and fixed allowances Per Annum are as follows:

(Amount-USD (\$))

	India	US	Total
Fixed	\$ 225,000.00	* \$ 1,575,000.00	\$ 1,800,000.00
Variable	\$ 50,000.00	\$ 350,000.00	\$ 400,000.00
Total	\$ 275,000.00	\$ 1,925,000.00	** \$ 2,200,000.00

* Fixed compensation paid in US includes retiral benefits. However standard executive benefits like Life, Personal, Accident and Medical Insurance (dental, vision, ST and LT disability) are additional.

** Remuneration of USD 2,200,000 payable, with such annual increments in terms of Company's policy/ philosophy, as may approved by the Board from time to time.

II. Cash Sign on:

MD & CEO, will be eligible for a Cash sign-on as a one-time payment with a clawback of two years on such terms as may be determined by the Board from time to time. Further, the said sign-on will not be subject to clawback if the services of Mr. Vipul Khanna are terminated without cause or leave for good reason or in case of his death or disability.

III. Long Term Incentive Scheme:

MD & CEO, in addition to above will also be eligible to participate in the equity based Long Term Incentive Scheme ("LTI") of the company in the manner as may be determined by the Board from time to time.

IV. Variable Compensation including Performance Pay and Incentives:

MD & CEO, in addition to above salary and LTI, will also be entitled to such performance pay as may be determined by the Board basis the performance for the company and individual performance of Mr. Vipul Khanna during the year.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine/ increase/ alter/ modify/ vary terms of appointment including the remuneration from time to time, of Mr. Vipul Khanna, MD & CEO.

RESOLVED FURTHER THAT pursuant to applicable provisions, if any, of the Act and subject to the approval of the Central Government, if required, and subject also to such conditions and modifications as may be prescribed or imposed by any such authority, the remuneration as determined by the Board for a financial year, be paid as minimum remuneration to Mr. Vipul Khanna, as MD & CEO, in the event of loss or inadequacy of profits in that financial year, notwithstanding that such remuneration exceeds the ceiling limit for minimum remuneration laid down in Section 197 read with Schedule V to the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to Nomination & Remuneration Committee of the Board to give effect to the aforesaid resolution."

By Order of the Board of Directors

Sd/-

Pooja Nambiar

Company Secretary & Compliance Officer

ACS No.: 14055

Kolkata
6th November, 2019

Firstsource Solutions Limited
CIN: L64202MH2001PLC134147

Registered Office:

5th Floor, Paradigm 'B' Wing, Mindspace, Link Road,
Malad, (West), Mumbai - 400 064, India
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NOTES:

- (1) Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the proposed resolution is annexed hereto and the same is forming part of the Notice.
- (2) The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on Friday, 29th November, 2019. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
- (3) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 29th November, 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or E-voting.
- (4) Members can opt for only one mode of voting i.e. either Postal Ballot or E-voting. In case any Member votes both by Postal Ballot and E-voting, the votes cast through E-voting will prevail and the votes cast through Postal Ballot will be considered invalid.
- (5) The Resolution(s), if passed by requisite majority, will be deemed to be passed on the last date specified for E-voting or for receipt of duly completed Postal Ballot Forms i.e. at the close of working hours on Saturday, 11th January, 2020.
- (6) E-voting will commence at 9.00 a.m. on Friday, 13th December, 2019 and will end at 5.00 p.m. on Saturday, 11th January, 2020, when E-voting will be blocked by CDSL.
- (7) There will be one vote for every Client ID No./ Registered Folio No. irrespective of the number of joint holders.

The procedure with respect to **E-voting** is provided below:

- (i) The shareholders should log on to the E-voting website www.evotingindia.com.
- (ii) Click on Shareholders/ Members.
- (iii) Now Enter your User ID.
 - a. For CDSL: 16 Digits Beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digit of the sequence number in their PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the user id/ folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for E-voting on the resolution(s) contained in this Notice.
- (x) Click on the EVSN of Firstsource Solutions Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against each resolution the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies assent to the Resolution and option NO implies dissent to the Resolution.
- (xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xix) Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/ JPG format) of the relevant Board Resolution/ Authority Letter etc. together with the attested specimen signature/(s) of the duly authorised signatory/ (ies) who are authorised to vote, to the Scrutinizer Rathi & Associates through email at: hsk@rathiandassociates.com.
- (xx) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of Friday, 29th November, 2019.
- (xxi) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares after the cut-off date i.e. Friday, 29th November, 2019, the said notice shall be for the purpose of information.
- (xxii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote on the proposed resolution.
- (xxiii) The Results declared along with the report of the Scrutinizer shall be published on the website of the Company viz: www.firstsource.com and on the website of CDSL E-voting immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited, Mumbai.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors, upon the recommendation of the Nomination & Remuneration Committee, appointed Mr. Vipul Khanna (DIN 00889710) as an Additional Director and also as the Managing Director & CEO ("MD & CEO") of the Company for a period of five (5) years w.e.f. 2nd August, 2019 pursuant to applicable sections of the Companies Act, 2013 ("the Act"). He is appointed as MD & CEO in place of Mr. Rajesh Subramaniam whose term of the office expired on 1st August, 2019 by efflux of time.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Vipul Khanna for appointment as a Director of the Company.

As per the provisions of Clause (e) of Part I of Schedule V i.e. "Conditions to be fulfilled for the appointment of a Managing or Whole-Time Director or a Manager without the approval of the Central Government which is read as under:

(e) he is resident of India.

Explanation I : For the purpose of this Schedule, resident in India includes a person who has been staying in India for a continuous period of not less than twelve months immediately preceding the date of his appointment as a managerial person and who has come to stay in India :

- (i) for taking up employment in India; or
- (ii) for carrying on a business or vacation in India.

Explanation II : This condition shall not apply to the companies in Special Economic Zones as notified by Department of Commerce from time to time.

Provided that a person, being a non-resident in India shall enter India only after obtaining a proper Employment Visa from the concerned Indian mission abroad. For this purpose, such person shall be required to furnish, along with the visa application form, profile of the company, the principal employer and terms and conditions of such person's appointment.

Mr. Vipul Khanna is an Indian Citizen with an Indian Passport (US green card holder), he has not been a resident of India as stipulated under Schedule V of the Act, and hence the said appointment shall be subject to approval of the Central Government.

As per the Articles of Association of the Company, Mr. Vipul Khanna shall not be liable to retire by rotation during the currency of his tenure as MD & CEO.

Brief profile of Mr. Vipul Khanna, pursuant to the Listing Regulations, 2015 is provided under Annexure-I attached to this Notice.

The Special Resolution contained in the notice is for seeking the approval of the members of the Company in terms of Section 196(4) of the Act and the Board recommends the said Resolution.

Mr. Vipul Khanna and his relatives may be deemed to be concerned or interested in the said resolution.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is/are concerned or interested in the Resolution in the accompanying Notice.

All the documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days up to 11th January, 2020.

By Order of the Board of Directors

Kolkata
6th November, 2019

Sd/-
Pooja Nambiar
Company Secretary & Compliance Officer
ACS No.: 14055

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Annexure-I

Mr. Vipul Khanna, 50 years, is a Chartered Accountant and also a Cost & Management Accountant. He has been the Executive Vice President & Global Head of Cognizant Digital Operations in USA. Mr. Vipul Khanna joins Firstsource Solutions Limited from Cognizant Digital Operations where he led a start-up practice into a USD 2 billion, top-5 global BPO business. He brings rich experience in driving strategy, profitable revenue growth, developing new markets, service offerings, partnerships and client relationships. Mr. Vipul Khanna has a track record of significantly scaling start-up businesses, prior to Cognizant, he was the CEO of UBS's Internal Service Company and built it into a leading research, capital market operations and IT business. He was a founder member of eFunds's (now Fidelity National) BPO business and led its growth to a USD 250 million business. He was also an early member of American Express's pioneering Global Shared Services program.

He is a Director on the Board of Firstsource Process Management Services Limited, Firstsource Group USA Inc. and Firstsource Solutions UK Limited (subsidiaries of the Company).

He is holding Memberships of the following Committees in Firstsource Solutions Limited:

Name of the Company	Name of the Committee	Position held (Chairman/Member)
Firstsource Solutions Limited	Stakeholders Relationship Committee	Member
	Investment Committee	Member
	Corporate Social Responsibility Committee	Member
	Risk Management Committee	Member
	Strategy Committee	Member

He does not hold any shares or stock options of the Company.

He is not related to any other Director of the Company. Since he was appointed w.e.f. 2nd August, 2019, he has attended two (2) Board Meeting of the Company for FY 2019-20.