

# *MMJB & Associates LLP*

## Company Secretaries

Ecstasy, 803-804, 8<sup>th</sup> Floor, City of Joy, JSD Road, Mulund (W), Mumbai- 400080, (T) 022-21678100

**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 Suresh Nambiar,  
Company Secretary  
Firstsource Solutions Limited  
5<sup>th</sup> Floor, Paradigm 'B' wing,  
MindSPACE, Link Road, Malad (West),  
Mumbai - 400064, Maharashtra, India

Dear Sir,

**Scrutinizer's Report on voting through E-voting for Postal Ballot in terms of Section 108 and 110 of**  
**the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management &**  
**Administration) Rules, 2014**

- A. Pursuant to the resolution passed by the Board of Directors of **Firstsource Solutions Limited** (hereinafter referred as "**the Company**") on September 01, 2023, I, Omkar Dindorkar (Certificate of Practice No. 24580), Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, have been appointed as a Scrutinizers to receive, scrutinize and process the postal ballot process and the votes casted in respect of the resolution set out in the Postal Ballot Notice dated September 01, 2023 (hereinafter referred as "**Notice**").
- B. Member's approvals were sought for approving the following Special Businesses i.e.,
- i. Appointment of Mr. Ritesh Mohan Idnani (DIN: 06403188) as a Managing Director & CEO of the Company;
  - ii. Re-appointment of Mr. Sunil Mitra (DIN: 00113473) as an Independent Director of the Company;
  - iii. Appointment of Mr. T. C. Suseel Kumar (DIN: 06453310) as an Independent Director of the Company; and
  - iv. Appointment of Ms. Rekha Sethi (DIN: 06809515) as an Independent Director of the Company.
- C. 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 e-mail 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 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 8<sup>th</sup> December 2021 and 5<sup>th</sup> May 2022, 28<sup>th</sup> December 2022 and 25<sup>th</sup> September 2023 and SEBI Circular dated 12<sup>th</sup> May, 2020, 28<sup>th</sup> September 2020, 15<sup>th</sup> January, 2021 and 13<sup>th</sup> 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 September 26, 2023 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, 22<sup>nd</sup> September, 2023 ("cut-off-date").

- D. The remote e-voting facility was provided by Central Depository Services (India) Limited ("CDSL").
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the said MCA Circulars.
- F. The voting period commenced on Thursday, 28<sup>th</sup> September, 2023 at 9.00 A.M. (IST) and ended on Friday, 27<sup>th</sup> October, 2023 at 5.00 P.M. (IST) for voting through e-voting.
- G. The e-voting were blocked at 5:00 P.M. (IST) on Friday, 27<sup>th</sup> October, 2023 and the e-voting summary statement was downloaded from e-voting website of NSDL.
- H. The Members holding shares as on the "cut off" date i.e. Friday, 22<sup>nd</sup> September, 2023, were entitled to vote on the proposed resolutions.
- I. 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.

**Result of the Postal Ballot through e-voting is as under:**

**Resolution Item No. 1: Special Resolution**

Appointment of Mr. Ritesh Mohan Idnani (DIN: 06403188) as the Managing Director & CEO (“MD & CEO”) 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	100.0000	37,39,76,673	0	100.0000	0.0000
Public Institutions		18,59,09,575	16,09,37,755	86.5678	12,86,19,241	3,23,18,514	79.9186	20.0814
Public Non-Institutions		13,71,04,578	1,45,33,614	10.6004	1,45,25,561	8,053	99.9446	0.0554
Total		69,69,90,826	54,94,48,042	78.8315	51,71,21,475	3,23,26,567	94.1165	5.8835

**Resolution Item No. 2: Special Resolution**

Re-Appointment of Mr. Sunil Mitra (DIN: 00113473) 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	100.0000	37,39,76,673	0	100.0000	0.0000
Public Institutions		18,59,09,575	16,09,37,755	86.5678	15,88,86,704	20,51,051	98.7256	1.2744
Public Non-Institutions		13,71,04,578	1,45,33,608	10.6004	1,45,26,281	7,327	99.9496	0.0504
Total		69,69,90,826	54,94,48,036	78.8315	54,73,89,658	20,58,378	99.6254	0.3746

**Resolution Item No. 3: Special Resolution**

Appointment of Mr. T. C. Suseel Kumar (DIN: 06453310) 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	100.0000	37,39,76,673	0	100.0000	0.0000
Public Institutions		18,59,09,575	16,09,37,755	86.5678	16,00,50,083	8,87,672	99.4484	0.5516
Public Non-Institutions		13,71,04,578	1,45,32,607	10.5997	1,45,25,805	6,802	99.9532	0.0468
Total		69,69,90,826	54,94,47,035	78.8313	54,85,52,561	8,94,474	99.8372	0.1628

**Resolution Item No. 4: Special Resolution**

Appointment of Ms. Rekha Sethi (DIN: 06809515) 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 favor	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	100.0000	37,39,76,673	0	100.0000	0.0000
Public Institutions		18,59,09,575	16,08,39,146	86.5147	12,10,78,083	3,97,61,063	75.2790	24.7210
Public Non-Institutions		13,71,04,578	1,45,32,421	10.5995	1,45,17,630	14,791	99.8982	0.1018
Total		69,69,90,826	54,93,48,240	78.8171	50,95,72,386	3,97,75,854	92.7594	7.2406

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

**For MMJB & Associates LLP  
Company Secretaries**

OMKAR  
MADHAV  
DINDORKAR  
Digitally signed by  
OMKAR MADHAV  
DINDORKAR  
Date: 2023.10.30  
14:50:46 +05'30'

**Omkar Dindorkar**  
**Designated Partner**  
ACS: 43029  
CP: 24580  
PR: 2826/2022  
UDIN: A043029E001523081  
Date: 30/10/2023  
Place: Mumbai

**For Firstsource Solutions Limited**

POOJA SURESH  
NAMBIAR  
Digitally signed by POOJA  
SURESH NAMBIAR  
Date: 2023.10.30 15:15:46  
+05'30'

**Pooja Suresh Nambiar**  
**Company Secretary**  
Date: 30/10/2023  
Place: Mumbai