

Notice

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of Firstsource Solutions Limited will be held on Monday, August 3, 2015 at 3.30 p.m. at Manik Sabhagriha, 'Vishwakarma' M. D. Lotlikar Vidya Sankul, Opposite - Lilavati Hospital, Bandra Reclamation, Mumbai - 400 050 to transact the following businesses:

ORDINARY BUSINESS

1. 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.
2. 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.
3. **RE-APPOINTMENT OF STATUTORY AUDITORS**
To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, **M/s. B S R & Co. LLP, Chartered Accountants**, bearing Registration Number: 101248W, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Sixteenth Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at the next AGM), at such remuneration and out-of-pocket expenses, as may be decided by the Audit Committee of the Board of Directors of the Company."

SPECIAL BUSINESS

4. **APPOINTMENT OF MR. V. K. SHARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**
To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. V. K. Sharma** (DIN 02051084), a Director of the Company, from whom a notice has been

received under section 160(1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, for a period of five years expiring on November 13, 2019."

5. APPOINTMENT OF MS. GRACE KOSHIE AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Ms. Grace Koshie** (DIN 06765216), a woman Director of the Company, from whom a notice has been received under section 160(1) of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, for a period of five years expiring on February 8, 2020."

6. APPOINTMENT OF MR. PRADIP KUMAR KHAITAN AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT **Mr. Pradip Kumar Khaitan** (DIN 00004821), who was appointed as a Director by the Board of Directors on November 14, 2015 in a casual vacancy, and from whom a notice has been received under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board of Directors

Sanjay Gupta

Senior VP - Corporate Affairs and Company Secretary

June 27, 2015

Firstsource Solutions Limited

CIN: L64202MH2001PLC134147

Registered Office:

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

Tel : +91-22-66660888 Fax: +91-22-66660887

www.firstsource.com

Email: complianceofficer@firstsource.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
 2. Corporate members intending to send their authorised representatives to attend the Annual General Meeting (“AGM”) are requested to send a certified copy of the appropriate resolution/ authority, as applicable, authorising their representatives to attend and vote on their behalf at the AGM.
 3. The Register of Members and Share Transfer Books of the Company will be closed from Monday, July 27, 2015 to Monday, August 3, 2015 (both days inclusive).
 4. All the documents referred to in the Notice and Explanatory Statement 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 upto the date of the AGM.
 5. Members are requested to bring their duly filled Attendance Slip alongwith the copy of the Annual Report at the AGM.
 6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
 7. Members holding shares in electronic (dematerialised) form are advised to send the requests for change of address, bank particulars, bank mandate, residential status or requests for transmission of shares etc. to their Depository Participants. The Company or its Registrars can not act on any such requests received directly from the members holding shares in electronic form.
 8. Pursuant to the requirement of Corporate Governance Code under the Listing Agreement with the Stock Exchanges, the information about the Directors proposed to be appointed/ re-appointed at the AGM is given in the Annexure to this Notice.
 9. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company atleast 7 days before the AGM to enable the Company to keep the information ready at the AGM.
- The Notice of the AGM along with the Annual Report for FY 2014-15 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. To support the ‘Green Initiative’, the Members who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email addresses with the Registrar & Transfer Agent of the Company.
10. Voting through Electronic means:
 - (i) In compliance with the provisions of section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 - (ii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - (iii) The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - (iv) The remote e-voting period will commence on Thursday, July 30, 2015 at 10.00 a.m. and will end on Sunday, August 2, 2015 at 5.00 p.m. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of July 27, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(v) The Company has appointed Ms. Amrita Nautiyal, a Company Secretary in whole time practice (email: amrita.nautiyal@gmail.com), to act as the Scrutinizer for conducting the electronic voting process and voting at the AGM in a fair and transparent manner.

(vi) The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:

- a. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote e-voting. Please note that the password is an initial password.
- b. Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- c. Click on "Shareholder-Login" to cast your vote.
- d. Put your user ID and password as the initial password/ PIN noted in step (a) above. Click Login.
- e. If you are logging in for the first time, Password Change Menu appears. Change the password of your choice with minimum 8 digits/ characters or a combination thereof. Please note this new password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
- g. Select "EVEN (E-Voting Event Number)" of FIRSTSOURCE SOLUTIONSLIMITED which is 101995. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- h. Now you are ready for "e-voting" as "Cast Vote" Page opens.
- i. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolutions, you will not be allowed to modify your vote.
- l. 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 Ms. Amrita Nautiyal through email at:

amrita_nautiyal@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

a. Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/ PIN
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b. Please follow all steps from Sr. No. (a) to Sr. No. (l) above, to cast vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e voting user manual for members available at the "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in. Further, in case of any grievances in connection with the facility for voting by electronic means, please contact Ms. Pallavi Mhatre, National Securities Depository Limited, Trade World, A Wing, Kamala Mills Compound, Lower Parel, Mumbai – 400013, Asst. Manager, email: pallavid@nsdl.co.in, Tel: 022 24994545, 1800222990.

D. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

F. Members have an option to vote either through e-voting or casting a vote at the Meeting. If a Member has opted for e-voting, then he should not cast his vote at the Meeting also and vice-versa. However, in case, a Member has cast his vote at the Meeting and also by e-voting, then voting done through e-voting shall prevail and voting done at the Meeting shall be treated as invalid.

G. 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 July 27, 2015.

H. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e.

July 27, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- I. 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 avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- J. The Chairman shall, at the AGM, allow voting with the assistance of the Scrutinizer, by use of “Ballot Paper” or e-voting for all those members who are present at the AGM but have not cast their votes by availing the remote evoting facility.
- K. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- L. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz: [www firstsource.com](http://www.firstsource.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

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

Item Numbers 4 & 5

Mr. V. K. Sharma and Ms. Grace Koshie were appointed as Additional Directors by the Board of Directors of the Company as Independent Directors on November 14, 2014 and February 9, 2015 respectively, and they hold office as Directors until the conclusion of the ensuing Annual General Meeting (“AGM”).

Subject to the approval of the shareholders at the AGM, Mr. Sharma and Ms Koshie are proposed to be appointed as Independent Directors of the Company for a term of five years each expiring on November 13, 2019 and February 8, 2020 respectively.

The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company have recommended the above appointment of Mr. V. K. Sharma and Ms. Grace Koshie as Independent Directors considering the qualifications, positive attributes, experience, expertise and independence, for the aforesaid period of 5 years. According to the provision of section 149(10) of the Companies Act, 2013 (the “Act”), an Independent Director shall hold office for a term upto five (5) consecutive years on the Board but shall be eligible for re-appointment on passing of a special resolution by the Company. Further, Section 149(13) of the Act states that the Independent Directors so appointed shall not be liable to retire by rotation under section 152 of the Act. Their brief resumes are given in the Annexure to this Notice.

Mr. V. K. Sharma and Ms. Grace Koshie have given a declaration each to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and are independent of the management. Notices have also been received from them pursuant to Section 160(1) of the Act, signifying their intention to propose their candidature for appointment as Directors of the Company, alongwith prescribed amount of deposit with each notice.

Copies of the draft letters of appointment of Mr. V. K. Sharma and Ms. Grace Koshie, setting out the terms and conditions of appointment as Independent Directors are available for inspection by members at the registered office of the Company.

Mr. V. K. Sharma and Ms. Grace Koshie may be deemed to be concerned or interested in the respective resolutions for their appointment as Directors. None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolutions in the accompanying Notice. In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these Directors as Independent Directors is now being placed before the Members for their approval. The Board recommends the appointment of the Mr. V. K. Sharma and Ms. Grace Koshie as Independent Directors on the Board of the Company as set out at Item Nos. 4 and 5 respectively of the Notice for approval by the Members.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Item Number 6

Mr. Pradip Kumar Khaitan was appointed by the Board of Directors of the Company ('the Board') on November 14, 2014 in the casual vacancy arising from the resignation of Mr. Haigreve Khaitan, pursuant to the provisions of Section 161(4) of the Companies Act 2013 (hereinafter referred to as the 'Act'). Mr. Khaitan represents Spen Liq Private Limited, the Promoter, on the Board. He holds office as a Director until the conclusion of the ensuing Annual General Meeting (the 'AGM')

The Nomination and Remuneration Committee of the Board has suggested and the Board agrees that the appointment of Mr. Khaitan as a Director of the Company will be in the interest of the Company considering his qualifications, positive attributes, experience and expertise. Mr. Khaitan's brief resume is given in the Annexure to this Notice.

Notice has also been received from Mr. Khaitan pursuant to Section 160(1) of the Act, signifying his intention to propose his candidature for appointment as a Director of the Company, alongwith prescribed amount of deposit.

Mr. Khaitan may be deemed to be concerned or interested in the resolution for his appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution in the accompanying Notice. The appointment of Mr. Khaitan as a Director is now being placed before the Members for their approval. The Board recommends the appointment of Mr. Khaitan as a Director on the Board of the Company as set out at Item No. 6 of the Notice for approval by the Members.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

By Order of the Board of Directors

Sanjay Gupta

Senior VP – Corporate Affairs and Company Secretary

June 27, 2015

Firstsource Solutions Limited

CIN: L64202MH2001PLC134147

Registered Office:

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

Tel : +91-22-66660888 Fax: +91-22-66660887

www.firstsource.com

Email: complianceofficer@firstsource.com

ANNEXURE TO THE NOTICE**RESUMES OF PERSONS PROPOSED TO BE APPOINTED AS DIRECTORS AT THE ENSUING ANNUAL GENERAL MEETING**

Mr. Subrata Talukdar (DIN 01794978), 56 years, is a commerce graduate and an alumnus of the Kellogg School of Management, USA and Chartered Accountant in India. Mr. Talukdar began his career at the Indian arm of Coopers Lybrand, before switching over to the manufacturing sector handling the finance portfolio. Mr. Talukdar is the President & CFO - Power Group of CESC Limited. He has been associated with the group for over two decades and has been instrumental in CESC's success. Going beyond his core function of conventional finance, Mr. Talukdar takes keen interest in the CESC's operations and expansion plans. He is also a core member of the corporate strategy team.

Mr. Talukdar represents Spen Liq Private Limited, Promoter, on the Board of Directors of the Company. He is a Director on the Boards of various companies namely Spen Liq Private Limited, Jharkhand Electric Company Limited, Haldia Energy Limited, Dhariwal Infrastructure Limited, Crescent Power Limited, Surya Vidyut Limited, CESC Infrastructure Limited, CESC Projects Limited, Ranchi Power Distribution Limited, Kolkata Games & Sports Private Limited and Bantal Singapore Pte. Limited. Mr. Talukdar is member of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Financial Results Committee, Investment Committee, Strategy Committee and Empowered Committee of the Board of Directors of the Company. He is Chairman of the Audit Committee of Crescent Power Limited and Surya Vidyut Limited. He is also a member of the Audit Committees of Haldia Energy Limited, Dhariwal Infrastructure Limited and CESC Infrastructure Limited. He is also a Chairman of Nomination and Remuneration Committee of CESC Infrastructure Limited and member of Nomination and Remuneration Committee of Crescent Power Limited, Surya Vidyut Limited and Haldia Energy Limited.

Mr. Talukdar does not hold any shares or stock options of the Company. He is not related to any other Director of the Company.

Mr. V. K. Sharma (DIN 02051084), 62 years, is B.Sc. in Physics, Pure and Applied Mathematics and an M.Sc. in Physics. He holds an Advanced Studies Certificate in International Economic Policy Research from Kiel Institute of World Economics, Kiel, Germany. He is recipient of the prestigious Lord Aldington Banking Research Fellowship and the first RBI Golden Jubilee scholarship for pursuing research and advanced studies abroad. He has distinguished track record of service with the Reserve Bank of India (RBI) and as a Member of the Markets Committee of RBI for International Settlements, Basel Switzerland. Mr. Sharma retired as Executive Director from RBI on 31st December, 2012. As

Executive Director, Mr. Sharma was responsible for various critical and sensitive Departments covering areas such as Financial Markets, Foreign Exchange Reserves Management, Internal Debt Management, Human Resources, Administration, Currency Management, Rural Planning and Credit, Financial Inclusion, Customer Service, Premises and Regulation and Supervision of Urban Co-operative Banks. He has formidable credentials in Financial and Derivatives Analytics and Risk Diagnostics & Risk Management Solutions. Several of his research papers, articles and speeches have been published in leading business news papers and prestigious journals for International Settlement (BIS) Reviews. He has served as Chairman/Member/Director of several important Committees/ Working Groups/Governing Boards/Councils/Bank Boards and represented RBI in various prestigious national and international fora. After retirement, Mr. Sharma addressed Boards of Directors of a few Public Sector Banks on Risk Management as part of a Consultancy's Board Academy Program.

Mr. Sharma is a Director on the Boards of IL&FS Trust Company Limited, Equitas Holdings Private Limited and Equitas Finance Private Limited.

Mr. Sharma does not hold any shares or stock options of the Company. He is not related to any other Director of the Company.

Ms. Grace Koshie (DIN 06765216), 62 years, is M.A. in Economics (Econometrics/Monetary Economics) from Bombay University, holds Post Graduate Diploma in Higher Education from Bombay University and is a CAIIB. Ms. Grace Koshie held a variety of assignments in different functional areas over a period of nearly 37 years (February 1976 to December 2012) at the Bank's Central Office and its offices in Mumbai, Bangalore and New Delhi. During her stint with RBI, she has held the offices of the Head of the Foreign Exchange Department in the RBI's New Delhi Office, the Chief General Manager-in-Charge of the Foreign Exchange Department and the Chief General Manager and the Secretary to the Central Board of RBI. She also served as RBI's Nominee Director on the Boards of Dena Bank and Corporation Bank. She has also participated/represented the RBI at various International seminars/programmes in Tokyo, Paris, Cambridge (UK) and New York.

She is also a woman Independent Director on the Board of Directors of Federal Bank Ltd since November 2013. She is a member of the Audit Committee, Human Resource Committee and Large Value Frauds Committee and the Chairman of the Risk Management Committee of the Federal Bank Limited.

Ms. Grace Koshie does not hold any shares or stock option of the Company. She is not related to any other Director of the Company.

Mr. Pradip Kumar Khaitan (DIN 00004821), 74 years, is a B.Com, LL.B. and Attorney-at-law (Bell Chambers Gold Medalist). He has professional Affiliations with Bar Council of India, Bar Council of West Bengal, Indian Council of Arbitration, New Delhi and Incorporated Law Society of Calcutta. Mr. Khaitan is the Senior Partner of Khaitan & Co. and is widely regarded as amongst the most influential legal practitioners in India. With over 50 years of experience, Mr. Khaitan has advised on a wide range of transactions.

Mr. Khaitan's practice includes advising domestic business houses and International Corporations, Banks, development agencies and Governments on all aspects of commercial and corporate laws, taxation, joint ventures, IPOs, mergers & de-mergers, corporate governance, restructuring and insolvency issues. He regularly advises on strategic decisions and sensitive commercial and legal issues.

Mr. Khaitan represents Spen Liq Private Limited, the Promoter on the Board of Directors of the Company. Mr. Khaitan is a Director on the Board of Directors of several public listed Companies in India namely CESC limited, Dalmia Bharat Limited, Dhunseri Petrochem Limited, Electrosteel Castings Limited, Emami Limited, Graphite India Limited, India Glycols Limited, OCL India Limited and Woodlands Multispeciality Hospital Limited. He is a member of the Audit Committees of Dalmia Bharat Limited, Electrosteel Castings Limited and India Glycols Limited. He is also the Chairman of Nomination and Remuneration Committee of Dalmia Bharat Limited and Graphite India Limited, a member of the Nomination and Remuneration Committees of CESC Limited, Dhunseri Petrochem Limited and India Glycols Limited and a member of the Stakeholders Relationship Committee of Graphite India Limited.

He does not hold any shares or stock options of the Company. He is not related to any other Director of the Company.



FIRSTSOURCE SOLUTIONS LIMITED
 CIN: L64202MH2001PLC134147
 Registered 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
 Email: complianceofficer@firstsource.com Website: www.firstsource.com
FOURTEENTH ANNUAL GENERAL MEETING
Monday, August 3, 2015 at 3.30 p.m.



I hereby record my presence at the Fourteenth Annual General Meeting of the Company held at Manik Sabhagriha, 'Vishwakarma' M. D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Mumbai 400 050

.....
 Member's Folio/DP ID & Client ID No.

.....
 Member's/Proxy's name in Block Letters

.....
 Member's/ Proxy's Signature

Notes : Members are requested to bring this Attendance Slip alongwith them as duplicate slips will not be issued at the venue of the Meeting.

Note: Please complete and sign this Attendance Slip and hand it over at the Entrance of the Meeting Hall



FIRSTSOURCE SOLUTIONS LIMITED
 CIN: L64202MH2001PLC134147
 Registered Office: 5th Floor, Paradigm 'B' Wing, Mindspace, Link Road,
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 Tel: + 91 22 6666 0888 Fax: + 91 22 6666 0887
 Email: complianceofficer@firstsource.com Website: www.firstsource.com
FOURTEENTH ANNUAL GENERAL MEETING
Monday, August 3, 2015 at 3.30 p.m.



PROXY FORM

I/We, being the member(s), holding.....shares of Firstsource Solutions Limited, hereby appoint:

- (1) Name..... Address.....
 Email Id:..... Signature..... or failing him/her;
- (2) Name..... Address.....
 Email-Id:..... Signature..... or failing him/her;
- (3) Name..... Address.....
 Email-Id:..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/ us and our behalf at the Fourteenth Annual General Meeting of the Company to be held on Monday, August 3, 2015 at 3.30 p.m. at Manik Sabhagriha, 'Vishwakarma' M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Mumbai 400 050 and at any adjournment thereof in respect of such resolutions as are indicated below:

	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of the Audited Standalone and Consolidated financial statements for the financial year ended March 31, 2015		
2.	Re-appointment of Mr. Subrata Talukdar as a Director of the Company, who retires by rotation		
3.	Re-appointment of Statutory Auditors		
Special Business			
4.	Appointment of Mr. V. K. Sharma as an Independent Director of the Company		
5.	Appointment of Ms. Grace Koshie as an Independent Director of the Company		
6.	Appointment of Mr. Pradip Kumar Khaitan as a Director of the Company		

Member's Folio/DP ID & Client ID No..... Signature of Shareholder(s).....

Affix
 Revenue
 Stamp
 Re. 1/-

ELECTRONIC VOTING PARTICULARS

Folio/DPID & Client ID	EVEN (Remote e-Voting Event Number)	User Id	Password / PIN

-
- Notes:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.
 2. A proxy need not be a member of the Company.
 3. A person can act as a proxy on behalf of the members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
 4. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Fourteenth Annual General Meeting.
 5. *It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.
 6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
 7. User id and initial Password/ PIN for e-voting are provided at the bottom of the Proxy Form for the AGM.
 8. If you are already registered with NSDL for remote e-voting, then you can use your existing User -Id and Password/ PIN for casting your vote.