

26<sup>th</sup> September 2023

To:

**National Stock Exchange of India  
Limited (Scrip 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: Postal Ballot Notice**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of the Postal Ballot Notice seeking member's approval through a Special Resolution/(s) for the following:

<b>Sr. No.</b>	<b>Description of the resolutions</b>
1.	Appointment of Mr. Ritesh Mohan Idnani (DIN: 06403188) as a Managing Director & CEO
2.	Re-appointment of Mr. Sunil Mitra (DIN: 00113473) as an Independent Director
3.	Appointment of Mr. T. C. Suseel Kumar (DIN: 06453310) as an Independent Director
4.	Appointment of Ms. Rekha Sethi (DIN: 06809515) as an Independent Director

The Company has commenced dispatch of the said Notice on 26<sup>th</sup> September 2023 and the referred documents are also uploaded on the website of the Company viz. [www.firstsource.com](http://www.firstsource.com).

You are kindly requested to take the same on record.

Thanking you,  
For **Firstsource Solutions Limited**

**Pooja Nambiar**  
**Company Secretary**  
**Encl.: A/a**

**Firstsource Solutions Ltd.**

5<sup>th</sup> Floor, Paradigm 'B' Wing, Mindspace, Link Road, Malad (West), Mumbai - 400 064 India.  
Tel: +91 (22) 6666 0888 | Fax: +91 (22) 6666 08887 | Web: [www.firstsource.com](http://www.firstsource.com)

(CIN: L64202MH2001PLC134147)

**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:** <https://www.firstsource.com/>

**email:** [fsl@3i-infotech.com](mailto:fsl@3i-infotech.com) / [complianceofficer@firstsource.com](mailto:complianceofficer@firstsource.com)

**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

Dear Member(s),

**NOTICE** of Postal Ballot is hereby given to the Members of Firstsource Solutions Limited ('the Company'), pursuant to Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), read 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, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 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 as amended from time to time, to transact the special business/(es) as set out hereunder by passing Special Resolutions by way of postal ballot through remote e-voting. Further details are set out in this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Depository Participant/s. If any Shareholder whose e-mail

address is not registered with the Depository Participant/s, may please follow the process provided in the Notes to receive this Postal Ballot Notice.

A statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors, at its meeting held on 1<sup>st</sup> September, 2023 has appointed Mr. Omkar Dindorkar (Certificate of Practice No. 24580), failing him, Ms. Deepti Kulkarni (Certificate of Practice No. 22502), Partners of M/s. MMJB & Associates LLP, Practicing Company Secretaries (email: [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in)), as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, 28<sup>th</sup> September, 2023 and ends at 5.00 p.m. (IST) on Friday, 27<sup>th</sup> October, 2023. Members are therefore requested to cast their vote **not later than 5:00 p.m. (IST) on Friday, 27<sup>th</sup> October, 2023** to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Monday, 30<sup>th</sup> October, 2023.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website and on the website of Central Depository Services (India) Limited ("CDSL") [www.evotingindia.com](http://www.evotingindia.com).

### **SPECIAL BUSINESS:**

#### **1. Appointment of Mr. Ritesh Mohan Idnani (DIN: 06403188) as the Managing Director & CEO ("MD & CEO") of the Company:**

To consider and, if thought fit, to pass, with or without modification, 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"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with , the Articles

of Association of the Company (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force) and basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall include any Committee of the Board), Mr. Idnani (DIN: 06403188) was appointed as an Additional Director of the Company by the Board w.e.f. 1<sup>st</sup> September, 2023, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, 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 or re-enactment 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 Central Government and such other requisite approvals, if any, and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board, consent of the Company be and is hereby accorded to the appointment of Mr. Idnani , a person who is not a resident of India, as the Managing Director & CEO (“MD & CEO”) of the Company, not be liable to retire by rotation, for a period of five (5) years effective 1<sup>st</sup> September, 2023 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. Idnani, as MD & CEO of the Company, as per details given below:

**I. Fixed and Variable remuneration per annum are as follow :**

(Amounts in USD (\$) )

	India	USA	Total
<b>Fixed</b>	\$250,000	\$1,750,000	\$2,000,000
<b>Variable</b>	\$62,500	\$437,500	\$500,000
<b>Total</b>	<b>\$312,500</b>	<b>\$2,187,500</b>	<b>\$2,500,000</b>

**Note :**

*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 2,500,000 payable, with such annual increments in terms of Company's policy/ philosophy, as may approved by the Board from time to time.*

**II. Signing Bonus:**

Mr. Idnani, will be eligible for a Cash sign-on as a one-time payment with a clawback period of 12 Months 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. Idnani are terminated without cause or leave for good reason or in case of his death or disability.

**III. Long Term Incentive Scheme:**

Mr. Idnani, 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:**

Mr. Idnani, 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. Idnani during the year.

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

**RESOLVED FURTHER THAT** pursuant to applicable provisions of the Act and subject to all other applicable approvals, if any , and 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. Idnani, 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.”

**2. Re-Appointment of Mr. Sunil Mitra (DIN: 00113473) as an Independent Director of the Company:**

To consider and, if thought fit, to pass, with or without modification, the following resolution as **a Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Sunil Mitra (DIN: 00113473), who was appointed as an Independent Director at the Eighteenth (18th) Annual General Meeting of the Company for a period of five (5) years up to 31<sup>st</sup> March, 2024 and who is being eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby reappointed as an Independent Director of the Company with effect from 1<sup>st</sup> April, 2024, not liable to retire by rotation, to hold office for a second term of three (3) consecutive years upto 31<sup>st</sup> March, 2027.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **3. Appointment of Mr. T. C. Suseel Kumar (DIN: 06453310) as an Independent Director of the Company:**

To consider and, if thought fit, to pass, with or without modification, the following resolution as **a Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, the Articles of Association of the Company 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/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force) and basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall include any Committee of the Board), Mr. T. C. Suseel Kumar (DIN: 06453310) who was appointed as an Additional Director of the Company by the Board w.e.f. 1<sup>st</sup> September, 2023, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as a Director of the Company and as an Independent Director, not liable to retire by rotation, on the Board for a term of five (5) consecutive years upto 31<sup>st</sup> August, 2028.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **4. Appointment of Ms. Rekha Sethi (DIN: 06809515) as an Independent Director of the Company:**

To consider and, if thought fit, to pass, with or without modification, the following resolution as **a Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152

read with Schedule IV, the Articles of Association of the Company 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/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force) and basis the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall include any Committee of the Board, Ms. Rekha Sethi (DIN: 06809515) who was appointed as an Additional Director of the Company by the Board w.e.f. 1<sup>st</sup> September, 2023, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing her candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as a Director of the Company and as an Independent Director, not liable to retire by rotation, on the Board for a term of five (5) consecutive years upto 31<sup>st</sup> August, 2028.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Registered Office :**

5th Floor, Paradigm ‘B’  
Wing, Mindspace, Link Road, Malad -  
(West), Mumbai - 400 064, India  
Tel : +91-22-66660888  
Fax: +91-22-66660887  
<https://www.firstsource.com/>  
Email: [fsl@3i-infotech.com/](mailto:fsl@3i-infotech.com)  
[complianceofficer@firstsource.com](mailto:complianceofficer@firstsource.com)

By order of the Board of Directors  
**For Firstsource Solutions Limited**  
Sd/-

**Pooja Nambiar**  
**Company Secretary**

FCS No. 10710

**Date:** 1st September, 2023

**Place:** Mumbai



**NOTES:**

1. The Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution is annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories as on Friday, 22<sup>nd</sup> September, 2023, ('Cut-off date) and whose e-mail IDs are registered with the Depository Participant/s. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.firstsource.com/>, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of CDSL at <https://www.evotingindia.com/> .
6. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members. Members seeking to inspect such documents can send an email to [fsl@3i-infotech.com/complianceofficer@firstsource.com](mailto:fsl@3i-infotech.com/complianceofficer@firstsource.com).
7. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 22<sup>nd</sup> September, 2023. The members whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 22<sup>nd</sup>

September, 2023 being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.

8. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 22<sup>nd</sup> September, 2023 being the cut-off date fixed for the purpose.
9. The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, 28<sup>th</sup> September, 2023 and ends at 5.00 p.m. (IST) on Friday, 27<sup>th</sup> October, 2023. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
10. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
11. The Scrutinizer will submit their report to the Chairman or any person authorized by him after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting on or before Monday, 30<sup>th</sup> October, 2023.
12. Resolution passed by shareholders with requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
13. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <https://www.firstsource.com/> and on the website of CDSL <https://www.evotingindia.com/>.
14. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER**

- (i) The voting period begins on from 9.00 a.m. (IST) on Thursday, 28<sup>th</sup> September, 2023 and ends at 5.00 p.m. (IST) on Friday, 27<sup>th</sup> October, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 22<sup>nd</sup> September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting</li> </ol>

	<p>is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a</li> </ol>

	<p>Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now 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 to be also 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN 230925006.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.



- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that 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.
  - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are

authorized to vote, to the Scrutinizer and to the Company at the email address viz; scrutinisers@mmjc.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [fsl@3i-infotech.com](mailto:fsl@3i-infotech.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no1800 22 55 33.

**STATEMENT PURSUANT TO THE PROVISIONS OF SECTIONS 102 and 110  
OF THE COMPANIES ACT, 2013**

**Item No. 1**

Based on the recommendations of the Nomination & Remuneration Committee (“NRC”), the Board of Directors of the Company at its meeting held on 1<sup>st</sup> September, 2023 has appointed Mr. Ritesh Mohan Idnani (DIN: 06403188) 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. 1<sup>st</sup> September, 2023 pursuant to applicable provisions of the Companies Act, 2013 (“the Act”). He is appointed as MD & CEO in place of Mr. Vipul Khanna who has resigned as MD & CEO from the closing hours of 31<sup>st</sup> August, 2023.

**Brief Profile of Mr. Ritesh Mohan Idnani is given below:**

Mr. Idnani is an accomplished industry executive with more than 28 years of experience in both public and private enterprises in technology and technology-enabled services. He brings expertise in enterprise B2B across both services (applications, infrastructure, and business process) and products (SaaS/ BPaaS/PaaS/ AI and ML).

Most recently, he was with Uniphore, an enterprise grade, AI native company where he was the Chief Revenue Officer. During his time there, he partnered with the founders to help grow the business more than 2.5x and established Uniphore as the market leader in conversational AI.

Prior to Uniphore, Mr. Idnani was with Tech Mahindra where he was the President of a \$1.4 billion portfolio of businesses (BPS, Software Products & Platforms and Experience Design), which he grew at 7-8 times the industry growth rate at industry leading margins. He has also worked both as CEO and advisor in VC/ private equity backed portfolio companies in the financial services, healthcare and technology verticals. He was part of the leadership team

at Infosys where he helped scale the business from \$100 million to \$8 billion in revenue. He spent his formative years in Citigroup and PwC.

He has an MBA with specialization in Finance and Marketing from the Faculty of Management Studies, University of Delhi. He also has a post graduate honors diploma in Systems Management from NIIT. He did his undergraduate studies in accounting and economics from Narsee Monjee College of Commerce and Economics, University of Mumbai. He has been in the US for the last 24 years and stays in New Jersey.

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

Mr. Idnani is an American Citizen, 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 members and the Central Government.

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

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) is provided under Annexure-I attached to this Notice.

Mr. Idnani 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 concerned or interested in the Resolution in the accompanying Notice.

The Board recommends the appointment of Mr. Idnani, as the MD & CEO of the Company as set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

## **Item No. 2**

Mr. Sunil Mitra (DIN : 00113473) was appointed earlier as an Independent Director of the Company for a term of five years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024. Mr. Mitra's first term as an Independent Directors is getting over on 31<sup>st</sup> March, 2024 by efflux of time. The Nomination & Remuneration Committee of the Board of Directors, has recommended re-appointment of Mr. Mitra as an Independent Director for a second term of three (3) consecutive years on the Board of the Company beginning from 1<sup>st</sup> April, 2024 upto 31<sup>st</sup> March, 2027.

The Board, based on the recommendation of the Nomination & Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Mitra would be beneficial to the Company and, accordingly, it is desirable to continue to avail his service as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Mitra as an Independent Director of the Company, not liable to retire by rotation and to hold office for three (3) consecutive years on the Board of the Company upto 31<sup>st</sup> March, 2027. Section 149 of the Act and provisions of the SEBI Listing Regulations inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may

hold office up to two consecutive terms. Mr. Mitra is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director.

**Brief profile of Mr. Sunil Mitra is given below:**

Mr. Mitra retired in June 2011 from the office of Revenue & Finance Secretary, Government of India. In his public service career spanning over three and a half decades, he successfully spearheaded important policy initiatives in public finance at the national level, including a new disinvestment policy and far-reaching taxation reforms. During his earlier appointments under the West Bengal Government, he is credited with the design and implementation of significant public policy reforms in the State-owned Public Sector Enterprises and in restructuring the State's power sector.

After completing his term of public service, Mr. Mitra chaired a Committee in the Planning Commission between October 2011 and August 2012 tasked with a comprehensive review of the different sectors of our economy and formulate recommendations that would foster a vibrant ecosystem for entrepreneurship in the country.

Till late 2016, Mr. Mitra was engaged in leading a team for a Consortium led by M/s IPE Global Limited, New Delhi that designed and managed a 'Knowledge Partnership Programme' for the Department for International Development of the United Kingdom Government. He also served as member of a Technical Advisory Panel set up by the Government of India, to review an Indian Power Sector Diagnostic Study Report prepared by the World Bank. Mr. Mitra serves as a Non-Official Member of the Eastern Regional Board of the Reserve Bank of India and as a Non-Executive & Independent Director on the Boards of a number of Public Companies.

Mr. Mitra has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the

Board, Mr. Mitra has fulfilled the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and is independent of the management.

Copy of the draft letter of appointment of Mr. Mitra, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) is provided under Annexure-I attached to this Notice.

Mr. Mitra and his relatives may be deemed to be concerned or interested in the resolution for continuing 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 Board recommends the agenda as set out at Item No. 2 of the Postal Ballot Notice for approval by the Members.

### **Item No. 3**

The Board, based on the recommendations of the Nomination & Remuneration Committee (“NRC”), at its meeting held on 1st September, 2023 had appointed Mr. T. C. Suseel Kumar (DIN: 06453310) as an Additional Director of the Company (in the capacity of Independent Director) for a term of 5 (five) consecutive years with effect from 1st September, 2023 till 31st August, 2028, not liable to retire by rotation, subject to approval of the Shareholders.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Suseel kumar with regard to the proposed appointment:

- Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that he is not disqualified from being appointed as Director

in terms of Section 164 of the Act;

- Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- Confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Considering the qualifications, positive attributes, experience, expertise and independence of Mr. Suseel Kumar, the Board and its Nomination & Remuneration Committee have recommended his appointment as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years up to 31<sup>st</sup> August, 2028 in terms of the provisions of the Act. Further, in terms of Section 149(13) of the Act, an Independent Directors so appointed shall not be liable to retire by rotation under Section 152 of the Act.

**Mr. T. C. Suseel kumar's brief profile is given below:**

Mr. Suseel Kumar retired as the Managing Director of Life Insurance Corporation of India (LIC) in January 2021 after a career spanning close to 4-decades, during which he headed several major portfolios of LIC including Investments, Finance & Accounts, Audit, Corporate Planning, Marketing, Customer Relationship Management, HR, Risk Management, Corporate



Governance and Bancassurance. Mr. Suseel Kumar also headed the foreign operations of LIC Mauritius for over 3 years.

With his expertise on analytics and interpretation of data, he has authored LIC's business strategies to regain a high market share. During his stewardship in Marketing, LIC has crossed many a milestone with an all-time high First Year Premium Income and consolidated its market leadership with appreciable growth. He also pioneered the market research program to target millennials for both new business and agency recruitment. Well experienced in the field of insurance, finance and related fields, he has held positions on the Boards of several valuable companies including LIC, Axis Bank, LIC Lanka Limited, National Mutual Fund Mauritius, National Insurance Academy, LIC HFL, LIC Pension Fund, LIC Mutual Fund and LIC PF Trust.

In addition to providing strategic advice and guidance to various companies and businesses, he is now Director of Bombay Stock Exchange, PCBL and Lakshmi Machine Works Limited. Further, he is also a chairperson / member of various important committees including Audit, CSR, Treasury Review, Business Review, Delisting, Stakeholders Relationships, NRC and Risk Management.

In line with the Company's remuneration policy for Independent Directors, Mr. Suseel Kumar will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, re-imbursalment of expenses for participation in the Board/Committee meetings.

Copy of the letter of appointment of Mr. Suseel Kumar, setting out the terms and conditions of appointment as an Independent Director is available for inspection by members electronically.

In the opinion of the Board, Mr. Suseel Kumar fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the Management.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. Suseel Kumar as an Independent Director of the Company.

Mr. Suseel Kumar and his relatives may be deemed to be concerned or interested in the resolution under Item No. 3 of the accompanying Notice in respect of his aforesaid appointment.

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

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) is provided under Annexure-I attached to this Notice.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience of Mr. Suseel Kumar, the Shareholders are requested to approve the appointment of Mr. Suseel Kumar as an Independent Directors for a term of five (5) consecutive years with effect from 1<sup>st</sup> September, 2023.

The Board recommends the agenda as set out at Item No. 3 of the Postal Ballot Notice for approval by the Members.

#### **Item No. 4**

The Board, based on the recommendations of the Nomination & Remuneration Committee (“NRC”), at its meeting held on 1<sup>st</sup> September, 2023 had appointed Ms. Rekha Sethi (DIN : 06809515) as an Additional Director of the Company (in the capacity of Independent Director) for a term of 5 (five) consecutive years with effect from 1<sup>st</sup> September, 2023 till 31<sup>st</sup> August, 2028, not liable to retire by rotation, subject to approval of the Shareholders.

The Company has received, inter alia, the following consents, declarations and confirmations from Ms. Sethi with regard to the proposed appointment:

- Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that she is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company; and
- Confirmation that she has registered herself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Considering the qualifications, positive attributes, experience, expertise and independence of Ms. Sethi, the Board and its Nomination & Remuneration Committee have recommended her appointment as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years up to 31<sup>st</sup> August, 2028 in terms of the provisions of the Act. Further, in terms of Section 149(13) of the Act, an Independent Directors so appointed shall not be liable to retire by rotation under Section 152 of the Act.

**Ms. Rekha Sethi's brief profile is given below:**

Ms. Sethi is the Director General of the All India Management Association (AIMA), the apex body for management in India.

AIMA is a non-lobbying, not for-profit organisation working closely with Industry, Government, Academia and students to further the cause of the management profession in India. AIMA makes a salutary contribution to management learning and practice in the country by offering various services in the areas of testing, distance education, research, publications and management development.

Ms. Sethi took charge of AIMA in June 2008. She has since established AIMA as the preferred platform for discussions and debate on management and has deepened AIMA's relationship with the Government of India and India Inc. AIMA now attracts India's top industry leaders and policy makers on its platform.

Prior to joining AIMA, Ms. Rekha worked with India's premier industry organisation, the Confederation of Indian Industry (CII) for over 17 years. There she led the initiative to create high-profile international events to promote India's economic interests. She started her career with the Center for Development of Telematics (C-DoT). Ms. Rekha is an alumnus of St Stephens College, Delhi University.

In line with the Company's remuneration policy for Independent Directors, Ms. Sethi will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, re-imburement of expenses for participation in the Board/Committee meetings.

Copy of the letter of appointment of Ms. Sethi, setting out the terms and conditions of appointment as an Independent Director is available for inspection by members electronically.

In the opinion of the Board, Ms. Sethi fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for her proposed appointment as an Independent Director and is independent of the Management.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Ms. Sethi as an Independent Director of the Company.

Ms. Sethi and her relatives may be deemed to be concerned or interested in the resolution under Item No. 4 of the accompanying Notice in respect of his aforesaid appointment.

None of the other Directors and Key Managerial Personnel of the 14 Company or their relatives is concerned or interested in the said Resolution in the accompanying Notice.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) is provided under Annexure-I attached to this Notice.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience of Ms. Sethi, the Shareholders are requested to approve the appointment of Ms. Sethi as an Independent Directors for a term of five (5) consecutive years with effect from 1<sup>st</sup> September, 2023.

The Board recommends the agenda as set out at Item No. 4 of the Postal Ballot Notice for approval by the Members.

**Registered Office :**

5th Floor, Paradigm 'B'  
Wing, Mindspace, Link Road, Malad -  
(West), Mumbai - 400 064, India  
Tel : +91-22-66660888  
Fax: +91-22-66660887  
<https://www.firstsource.com/>  
Email: fsl@3i-infotech.com/  
complianceofficer@firstsource.com

By order of the Board of Directors  
**For Firstsource Solutions Limited**  
Sd/-

**Pooja Nambiar**  
**Company Secretary**

FCS No. 10710

**Date:** 1st September, 2023

**Place:** Mumbai

**ANNEXURE -I TO THE NOTICE**

**BRIEF PROFILE OF PERSON PROPOSED TO BE APPOINTED/ REAPPOINTED AS DIRECTOR AND ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS**

**1. MR. RITESH MOHAN IDNANI**

Brief Resume	As given in item no.1 of the explanatory statement.
Age	51 years
DIN	06403188
Qualification	Mr. Ritesh Mohan Idnani did MBA with specialization in Finance and Marketing from the Faculty of Management Studies, University of Delhi. He also has a post graduate honors diploma in Systems Management from NIIT. He did his undergraduate studies in accounting and economics from Narsee Monjee College of Commerce and Economics, University of Mumbai.
Nature of expertise in specific functional areas	As mentioned above at Item No. 1 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Inter-se relationships with directors and key managerial personnel	None
Listed companies in which Mr. Ritesh Mohan Idnani holds directorship and committee membership	None
Shareholding in the Company including shareholding as a beneficial owner	Nil
Key terms and conditions of appointment	Appointment as MD & CEO with effect from 1 <sup>st</sup> September, 2023, for a period of five (5) years. Other details are given in the

	resolution of this Notice read with the explanatory statement thereto.
Remuneration proposed to be paid	As per the details given in the resolution of this Notice.
Date of first appointment on Board.	01 <sup>st</sup> September, 2023
Details of remuneration last drawn	Not Applicable
Number of Board meetings attended	Not Applicable as the effective date of appointment is 1 <sup>st</sup> September, 2023.
Membership in Board Committees	1. Stakeholders Relationship Committee 2. Investment Committee 3. Corporate Social Responsibility Committee 4. Risk Management Committee 5. Strategy Committee
Listed Entities from which Mr. Ritesh Mohan Idnani has resigned as Director in past 3 years	One

## 2. MR. SUNIL MITRA

Brief Resume	As given in item no.2 of the explanatory statement
Age	72 Years
DIN	00113473
Qualification	Indian Administrative Service (IAS)
Nature of expertise in specific functional areas	As mentioned above at Item No. 2 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Justification of his appointment	Refer Item No. 2 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Inter-se relationships with directors and key managerial personnel	None
Listed companies in which Mr. Sunil Mitra holds directorship and committee membership	<b>Director</b> 1. Century Plyboards (India) Ltd 2. CESC Ltd

Shareholding in the Company including shareholding as a beneficial owner	NIL
Key terms and conditions of appointment	Re-appointment as an Independent Director for a period of 3 years commencing from 1 <sup>st</sup> April, 2024 to 31 <sup>st</sup> March, 2027 [Refer Item No. 2 of the Notice and Explanatory Statement]
Remuneration proposed to be paid	He will be paid sitting fee as per Nomination & Remuneration Policy of the Company read with the provisions of the Act
Date of first appointment on Board,	1st April, 2019
Details of remuneration last drawn	Existing remuneration last drawn is Nil.
Number of Board meetings attended during FY 2022-23	Four
Membership in Board Committees	1. Audit Committee
Listed Entities from which Mr. Sunil Mitra has resigned as Director in past 3 years	1. Dollar Industries Limited 2. Texmaco Rail & Engineering Limited

### 3. MR. T. C. SUSEEL KUMAR

Brief Resume	As given in item no.3 of the explanatory statement.
Age	62 years
DIN	06453310
Qualification	M. A. Economics
Nature of expertise in specific functional areas	As mentioned above at Item No. 3 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Justification of his appointment	Refer Item No. 3 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013



Inter-se relationships with directors and key managerial personnel	None
Listed companies in which Mr. T. C. Suseel Kumar holds directorship and committee membership	<p><b>Director</b></p> <ol style="list-style-type: none"> <li>1. PCBL Limited</li> <li>2. Lakshmi Machine Works Limited</li> <li>3. BSE Limited</li> </ol> <p><b>Member</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee of PCBL Ltd</li> <li>2. Risk Management Committee of PCBL Ltd</li> <li>3. Audit Committee of BSE Ltd</li> </ol> <p><b>Chairperson</b></p> <ol style="list-style-type: none"> <li>1. Stakeholders Committee of BSE Ltd</li> </ol>
Shareholding in the Company including shareholding as a beneficial owner	Nil
Key terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years commencing from 1 <sup>st</sup> September, 2023 to 31 <sup>st</sup> August, 2028 [Refer Item No. 3 of the Notice and Explanatory Statement]
Remuneration proposed to be paid	He will be paid sitting fee as per Nomination & Remuneration Policy of the Company read with the provisions of the Act
Date of first appointment on Board,	1 <sup>st</sup> September, 2023
Details of remuneration last drawn	Existing remuneration last drawn is Nil.
Number of Board meetings attended during FY 2022-23	NIL
Membership in Board Committees	NIL
Listed Entities from which Mr. T C Suseel Kumar has resigned as Director in past 3 years	NIL

#### 4. MS. REKHA SETHI

Brief Resume	As given in item no.4 of the explanatory statement.
Age	60 years
DIN	06809515
Qualification	A graduate in English Literature with a post-graduate diploma in Advertising and Marketing
Nature of expertise in specific functional areas	As mentioned above at Item No. 4 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Justification of her appointment	Refer Item No. 4 in the Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013
Inter-se relationships with directors and key managerial personnel	None
Listed companies in which Ms. Rekha Sethi holds directorship and committee membership	<p><b>Director</b></p> <ol style="list-style-type: none"> <li>1. Kirloskar Brothers Limited</li> <li>2. CESC ltd</li> <li>3. Samvardhana Motherson International Ltd</li> <li>4. Spencer's Retail Limited</li> </ol> <p><b>Membership</b></p> <ol style="list-style-type: none"> <li>1.Nomination &amp; Remuneration Committee of Kirloskar Brothers Ltd</li> <li>2.Corporate &amp; Social Responsibility Committee of Kirloskar Brothers Ltd</li> <li>3.Audit Committee of CESC Ltd</li> <li>4.Nomination &amp; Remuneration Committee of CESC Ltd</li> <li>5.Audit Committee of Samvardhana Motherson International Ltd</li> <li>6.Nomination &amp; Remuneration Committee of Samvardhana Motherson International Ltd</li> <li>7.Risk Management Committee of Samvardhana Motherson International Ltd</li> <li>8.Corporate &amp; Social Responsibility Committee of Samvardhana Motherson International Ltd</li> </ol>

Shareholding in the Company including shareholding as a beneficial owner	NIL
Key terms and conditions of appointment	Appointment as an Independent Director for a period of 5 years commencing from 1 <sup>st</sup> September, 2023 to 31 <sup>st</sup> August , 2028 [Refer Item No. 4 of the Notice and Explanatory Statement]
Remuneration proposed to be paid	She will be paid sitting fee as per Nomination & Remuneration Policy of the Company read with the provisions of the Act
Date of first appointment on Board,	1 <sup>st</sup> September, 2023
Details of remuneration last drawn	Existing remuneration last drawn is Nil.
Number of Board meetings attended during FY 2022-23	NIL
Membership in Board Committees	NIL
Listed Entities from which Ms. Rekha Sethi has resigned as Director in past 3 years	NIL