

8th August 2018

To:

National Stock Exchange of India Limited (Stock Code: FSL)

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East)
Mumbai - 400 051.

BSE Limited (Scrip Code: 532809)

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Madam/ Sir,

Sub: Submission of the declaration of Voting Results along with Scrutinizer's Report (Consolidated) in respect of 17th AGM of the Company held on 6th August 2018

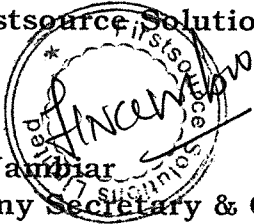
We are pleased to inform you that 17th Annual General Meeting (AGM) of the Company was held on Monday, 6th August 2018 at Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai - 400 025.

In this connection, we are submitting the declaration of Voting Results of the Resolutions put to vote and passed at the AGM alongwith Scrutinizer's Report (Consolidated). The said declaration of Voting Results has been executed by the Managing Director & CEO, as authoised by the Chairman.

You are requested to take the above on record.

Thanking you,

For **Firstsource Solutions Limited**


Pooja Nambiar
Company Secretary & Compliance Officer

Encl.: A/a

Cc:

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



**Declaration of Consolidated Results of Remote e-voting and voting
through Ballot papers in respect of 17th Annual General Meeting of
Firstsource Solutions Limited held on 6th August 2018**

In terms of Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Firstsource Solutions Limited (the “Company”) provided a facility to its members to vote on the resolutions proposed in the Notice of the 17th Annual General Meeting (the “AGM”) through remote e-voting using the platform provided by Central Depository Services (India) Limited (“CDSL”). The said remote e-voting facility was available from 9.00 a.m. on Thursday, 2nd August 2018 up to 5.00 p.m. on Sunday, 5th August 2018. Further, on 6th August, 2018 the day of the AGM, the facility of voting through Ballot papers was also provided by the Company to its members present in person or by proxy, who did not cast their votes through remote e-voting. Rathi & Associates, Company Secretary in whole time Practice was appointed as Scrutinizer to scrutinize the votes cast through remote e-voting and Ballot papers.

Based on the Scrutinizer’s Report dated 7th August 2018, I, the undersigned, hereby declare that all 6 (Six) resolutions contained in the Notice of the AGM held on 6th August 2018 have been duly passed with requisite majority as per details given herein below:



Sr. No.	PARTICULARS	TYPE OF RESOLUTION (ORDINARY /SPECIAL)	FOR THE RESOLUTION			AGAINST THE RESOLUTION		
			No. of Voters	No. of Shares Voted	% of total valid votes cast	No. of Voters	No. of Shares Voted	% of total valid votes cast
1 (a) (b)	Adoption of the Audited Standalone and Consolidated financial statements for the financial year ended 31 st March 2018	Ordinary	173	45,00,07,703	100	0	0	0
2	Declare a final maiden dividend for the FY2017-18	Ordinary	175	45,44,51,643	100	0	0	0
3	Re-appointment of Mr. Subrata Talukdar (DIN 01794978), as a Director of the Company, liable to retire by rotation	Ordinary	146	43,85,53,373	96.50	29	1,58,98,270	3.50
4	Re-appointment of Mr. Pradip Roy (DIN 00026457), as an Independent Director of the Company	Special	171	45,32,55,060	99.73	4	11,96,583	0.27



5	Appointment/ Continuation of Mr. Pradip Kumar Khiatan (DIN 00004821), as a Director of the Company	Special	118	41,66,73,281	91.78	56	3,73,26,793	8.22
6	Appointment/ Continuation of Mr. Charles Miller Smith (DIN 00950635), as a Director of the Company	Special	144	42,62,51,744	96.37	28	1,60,38,737	3.63

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

For Firstsource Solutions Limited

Rajesh Subramaniam
Managing Director & CEO

Place : Mumbai

Date : 8th August 2018

Rathi & Associates

COMPANY SECRETARIES

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

August 7, 2018

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

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at 17th Annual General Meeting of the members of Firstsource Solutions Limited

Firstsource Solutions Limited ("the Company") at their Board meeting held on May 7, 2018 has appointed our Firm as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice dated June 29, 2018 of the 17th Annual General Meeting of the Company held on August 6, 2018, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting by physical ballot on the resolutions as contained in the aforesaid Notice of the 17th Annual General Meeting of the Members of the Company. Our responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and voting by ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CSDL), the agency engaged by the Company to provide e-voting facility and physical voting by ballots as provided by 3i Infotech Limited.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 17th Annual General Meeting was sent to the Members by permitted means, for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of :
 - a) the Audited Financial statements of the Company for the financial year ended 31st March, 2018 along with the Reports of the Board of Directors and the Auditors thereon;
 - b) the Audited Consolidated Financial statements of the Company for the financial year ended 31st March, 2018 along with the Reports of the Auditors thereon;



2. **Resolution No. 2** as an Ordinary Resolution for declaration of final maiden dividend for the Financial Year 2017-18.
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Subrata Talukdar (DIN: 01794978), who retired by rotation at 17th Annual General Meeting and being eligible, had offered himself for re-appointment;
4. **Resolution No. 4** as a Special Resolution for re-appointment of Mr. Pradip Roy (DIN: 00026457), as an Independent Director of the Company.
5. **Resolution No. 5** as a Special Resolution for appointment/continuation of Mr. Pradip Kumar Khaitan (DIN: 00004821), as a Non-Executive and Non-Independent Director of the Company.
6. **Resolution No. 6** as a Special Resolution for appointment/continuation of Mr. Charles Miller Smith (DIN: 00950635), as a Non-Executive and Independent Director of the Company.

Remote e-voting facilities were made available to Shareholders of the Company to exercise their voting rights from 9:00 a.m. of Thursday, 2nd August, 2018 upto 5:00 p.m. of Sunday, 5th August, 2018. Accordingly, e-votes casted upto 5:00 p.m. of Sunday, 5th August, 2018 have been considered for our scrutiny.

After the conclusion of the 17th Annual General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Ronald Fernandes and Mr. K.D. Shah and thereafter through remote e-voting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Harsh Hiren Shah and Ms. Jasmeet Kaur Saluja.

A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 17th Annual General Meeting with their pattern of voting is as per Annexure enclosed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 17th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Meeting.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES



HIMANSHU S. KAMDAR

PARTNER

FCS NO: 5171

COP NO: 3030



ANNEXURE

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

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

Sr. No.	Particulars	Resolution No. 1	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	12	3,26,74,683
b.	Remote e-Voting Confirmations received	178	45,95,48,657
	Total	190	49,22,23,340
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	17	4,22,15,637
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	173	45,00,07,703
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	173	45,00,07,703
% of Assent			100
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution		Nil
% of Dissent			0

For Resolution No.2:

Sr. No.	Particulars	Resolution No. 2	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	12	3,26,74,683
b.	Remote e-Voting Confirmations received	180	46,39,92,597
	Total	192	49,66,67,280
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	17	4,22,15,637
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	175	45,44,51,643
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	175	45,44,51,643
% of Assent			100
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	Nil	Nil
% of Dissent			0



For Resolution No. 3:

Sr. No.	Particulars	Resolution No. 3	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	12	3,26,74,683
b.	Remote e-Voting Confirmations received	180	46,39,92,597
	Total	192	49,66,67,280
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	17	4,22,15,637
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	175	45,44,51,643
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	146	43,85,53,373
	% of Assent		96.50*
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	29	1,58,98,270
	% of Dissent		3.50*

* rounded off to nearest decimal.

For Resolution No. 4:

Sr. No.	Particulars	Resolution No. 4	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	12	3,26,74,683
b.	Remote e-Voting Confirmations received	180	46,39,92,597
	Total	192	49,66,67,280
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	17	4,22,15,637
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	175	45,44,51,643
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	171	45,32,55,060
	% of Assent		99.73*
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	4	11,96,583
	% of Dissent		0.27*

* rounded off to nearest decimal.



For Resolution No. 5:

Sr. No.	Particulars	Resolution No. 5	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	12	3,26,74,683
b.	Remote e-Voting Confirmations received	179	46,35,41,028
	Total	191	49,62,15,711
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	17	4,22,15,637
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	174	45,40,00,074
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	118	41,66,73,281
% of Assent			91.78*
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	56	3,73,26,793
% of Dissent			8.22*

* rounded off to nearest decimal.

For Resolution No. 6:

Sr. No.	Particulars	Resolution No. 6	
		No. of Physical Ballots / Remote E-Voting confirmations	No. of Equity Shares voted
a.	Votes cast through physical ballots	12	3,26,74,683
b.	Remote e-Voting Confirmations received	177	45,18,31,435
	Total	189	48,45,06,118
c.	Less: Invalid physical Ballots / Remote e-Voting confirmations	17	4,22,15,637
d.	Net Valid Physical Ballots / Remote e-Voting confirmations	172	44,22,90,481
	(i) Physical Ballots / Remote e-Voting confirmations with assent for the Resolution	144	42,62,51,744
% of Assent			96.37*
	(ii) Physical Ballots / Remote e-Voting confirmations with dissent for the Resolution	28	1,60,38,737
% of Dissent			3.63*

* rounded off to nearest decimal.

Firstsource Solutions Limited

Authorized Signatory

