

Amrita D.C. Nautiyal

Practising Company Secretary

1, Bina Shopping Centre,
M.V. Road,
Andheri East,
Mumbai 400 069.
Tel-Fax : 022 26830079/80
amrita.nautiyal@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2013

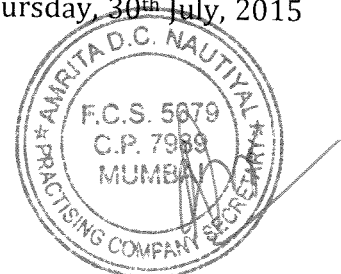
To,
Mr. Y. H. Malegam
Chairman of the Fourteenth Annual General Meeting,
First Source Solutions Limited,
5th Floor, Paradigm 'B' wing, Mindspace,
Link Road, Malad (West),
Mumbai – 400064.

Dear Sir,

I, Amrita D.C. Nautiyal, Practicing Company Secretary (FCS: 5079, CP No.: 7989), 1, Bina Shopping Centre, M.V. Road, Near Ganesh Mandir, Andheri (East), Mumbai – 400 069, was appointed as Scrutinizer by the Board of Directors of Firstsource Solutions Limited (the "Company") at its meeting held on May 5, 2015 for the Fourteenth Annual General Meeting (AGM) of the Company held on Monday, August 3, 2015 at 03.30 p.m. at Manik Sabhagrah, 'Vishwakarma' M.D. Lotlikar Vidya Sankul, Opp Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai- 400 050, for the purpose of scrutinizing the remote e-voting process and Ballot voting process at the AGM in a fair and transparent manner and ascertaining the requisite majority on the voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

1. I submit my report as under:

- 1.1. The Company provided remote e-voting facility to all the members as on the cut-off date i.e. July 27, 2015 and sent the AGM notice and Annual Report for the financial year 2014-15 electronically on July 2, 2015 to such members whose email IDs were registered with the depository participants. For the other members, the AGM notice and Annual Report for 2014-15 of the Company were sent by permitted mode through courier and post, dispatch of which was completed on July 10, 2015.
- 1.2. The remote e-voting period began at 10.00 a.m. on Thursday, 30th July, 2015 and ended at 5.00 p.m. on Sunday, 2nd August, 2015.

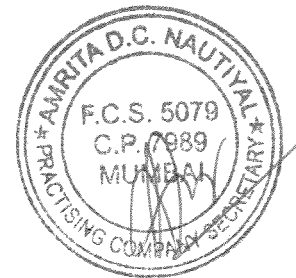


Amrita D.C. Nautiyal

Practising Company Secretary

1, Bina Shopping Centre,
M.V. Road,
Andheri East,
Mumbai 400 069.
Tel-Fax : 022 26830079/80
amrita.nautiyal@gmail.com

- 1.3. Particulars of all votes received electronically from the members have been entered in a register separately maintained for the purpose.
 - 1.4. The votes received electronically were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on the cut-off date i.e. 27th July, 2015.
 - 1.5. The votes were unblocked at Mumbai on 3rd August, 2015 in the presence of Mr. Deepak Nautiyal residing at Borivali (East), Mumbai and Ms. Mudra Bengali residing Andheri (East), Mumbai who are not the employees of the Company, and who have signed herein as witnesses to the unblocking of votes.
 - 1.6. After the time fixed for closing of voting by the Chairman, one Ballot box kept for voting was locked in my presence with due identification marks placed by me.
 - 1.7. The locked Ballot box was subsequently opened by me in the presence of two witnesses and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
 - 1.8. I did not find any Ballot paper invalid.
2. A summary result of the votes received electronically and through physical Ballot paper process for each of the resolutions are given below:



Amrita D.C. Nautiyal

Practising Company Secretary

1, Bina Shopping Centre,
M.V. Road,
Andheri East,
Mumbai 400 069.
Tel-Fax : 022 26830079/80
amrita.nautiyal@gmail.com

(1) Resolution 1 - Ordinary Resolution

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.

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	14	32,227,464
b.	Remote e-voting confirmations received	279	415,653,879
	Total	293	447,881,343
c.	Less: Invalid Ballots / remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / remote e-voting confirmations	293	447,881,343
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	291	447,881,218
	% of assent	-	100
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	2	125
	% of dissent	-	Negligible

Above resolution has been passed with **requisite majority**.



Amrita D.C. Nautiyal

Practising Company Secretary

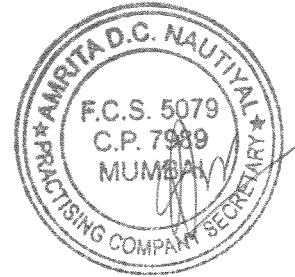
1, Bina Shopping Centre,
M.V. Road,
Andheri East,
Mumbai 400 069.
Tel-Fax : 022 26830079/80
amrita.nautiyal@gmail.com

(2) Resolution 2 - Ordinary Resolution

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.

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	14	32,227,464
b.	Remote e-voting ;confirmations received	282	424,988,788
	Total	296	457,216,252
c.	Less: Invalid Ballots / remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / remote e-voting confirmations	296	457,216,252
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	272	453,347,616
	% of assent	-	99.15
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	24	3,868,636
	% of dissent	-	0.85

Above resolution has been passed with **requisite majority**.



Amrita D.C. Nautiyal

Practising Company Secretary

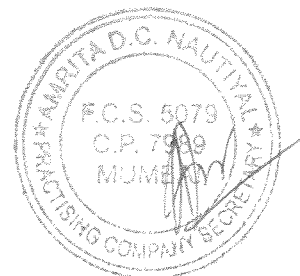
1, Bina Shopping Centre,
M.V. Road,
Andheri East,
Mumbai 400 069.
Tel-Fax : 022 26830079/80
amrita.nautiyal@gmail.com

(3) Resolution 3 - Ordinary Resolution

Re-appointment of M/s. B S R & Co. LLP, Chartered Accountants, bearing Registration Number: 1012 as the Statutory Auditors of the Company.

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	14	32,227,464
b.	Remote e-voting confirmations received	282	425,009,030
	Total	296	457,236,494
c.	Less: Invalid Ballot / remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / remote e-voting confirmations	296	457,236,494
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	282	457,174,668
	% of assent	-	99.99
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	14	61,826
	% of dissent	-	0.01

Above resolution has been passed with **requisite majority**.



Amrita D.C. Nautiyal

Practising Company Secretary

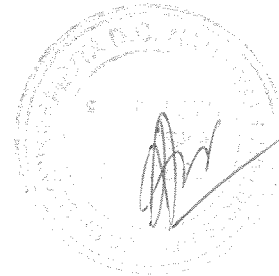
1, Bina Shopping Centre,
M.V. Road,
Andheri East,
Mumbai 400 069.
Tel-Fax : 022 26830079/80
amrita.nautiyal@gmail.com

(4) Resolution 4 - Ordinary Resolution

Appointment of Mr. V. K. Sharma as an Independent Director of the Company.

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	14	32,227,464
b.	Remote e-voting confirmations received	280	425,006,895
	Total	294	457,234,359
c.	Less: Invalid Ballot / remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / remote e-voting confirmations	294	457,234,359
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	281	457,227,843
	% of assent	-	100
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	13	6,516
	% of dissent	-	Negligible

Above resolution has been passed with **requisite majority**.



Amrita D.C. Nautiyal

Practising Company Secretary

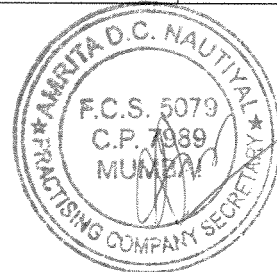
1, Bina Shopping Centre,
M.V. Road,
Andheri East,
Mumbai 400 069.
Tel-Fax : 022 26830079/80
amrita.nautiyal@gmail.com

(5) Resolution 5 - Ordinary Resolution

Appointment of Ms. Grace Koshie as an Independent Director of the Company.

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	14	32,227,464
b.	Remote e-voting confirmations received	283	425,011,030
	Total	297	457,238,494
c.	Less: Invalid Ballot / remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / remote e-voting confirmations	297	457,238,494
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	288	457,233,698
	% of assent	-	100
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	9	4,796
	% of dissent	-	Negligible

Above resolution has been passed with **requisite majority**.



Amrita D.C. Nautiyal

Practising Company Secretary

1, Bina Shopping Centre,
M.V. Road,
Andheri East,
Mumbai 400 069.
Tel-Fax : 022 26830079/80
amrita.nautiyal@gmail.com

(6) Resolution 6 - Ordinary Resolution

Appointment of Mr. Pradip Kumar Khaitan as a Director of the Company.

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	14	32,227,464
b.	Remote e-voting confirmations received	283	425,011,030
	Total	297	457,238,494
c.	Less: Invalid Ballots / remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / remote e-voting confirmations	297	457,238,494
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	276	453,608,594
	% of assent	-	99.21
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	21	3,629,900
	% of dissent	-	0.79

Above resolution has been passed with **requisite majority**.



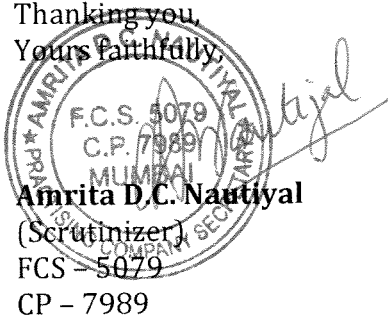
Amrita D.C. Nautiyal

Practising Company Secretary

1, Bina Shopping Centre,
M.V. Road,
Andheri East,
Mumbai 400 069.
Tel-Fax : 022 26830079/80
amrita.nautiyal@gmail.com

3. You may accordingly declare the consolidated result of the voting through physical Ballots and electronic means.
4. The Ballot papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.
5. All the relevant records of remote electronic voting and voting through physical Ballots will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Fourteenth Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours Faithfully,


Amrita D.C. Nautiyal
(Scrutinizer)
FCS - 5079
CP - 7989

Place: Mumbai

Date: August 05, 2015

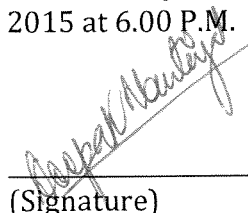
For **Firstsource Solutions Limited**



Y. H. Malegam

(Chairman of the Fourteenth Annual General Meeting)

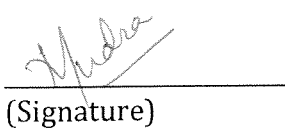
We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Depository Services (India) Limited in our presence at Mumbai on 3rd August, 2015 at 6.00 P.M.



(Signature)

Name: Deepak Nautiyal

Address: B/701, Koyna, Shantivan,
Borivali (East), Mumbai 400 066.



(Signature)

Name: Mudra Bengali

Address: B/75, Bina Apts.,
Andheri (East), Mumbai 400 069.