

**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(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015]*

**Mr. Rajesh Subramaniam**  
Managing Director & CEO,  
**Firstsource Solutions Limited,**  
5th Floor, Paradigm 'B' wing, Mindspace,  
Link Road, Malad (West),  
Mumbai – 400064.

Dear Sir,

I, Amrita D.C. Nautiyal, Practising Company Secretary (FCS: 5079, CP No.: 7989), having office at 1, Bina Shopping Centre, M.V. Road, 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 12, 2016 for the Fifteenth Annual General Meeting (AGM) of the Company held on Tuesday, July 26, 2016 at 03:30 p.m. at Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai- 400 025, 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, sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 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 holding shares as on the cut-off date i.e. July 19, 2016 and sent the AGM notice and Annual Report for the financial year 2015-16 electronically on June 28, 2016 to such members whose email IDs were registered with the depository participants. For the other members, the AGM notice and Annual Report for 2015-16 of the Company were sent by permitted mode through courier and post, dispatch of which was completed on July 1, 2016.



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- 1.2. The Company engaged the services of Central Depository Services (India) Limited ("CDSL") for providing remote e-voting facility.
  - 1.3. The remote e-voting period began at 10.00 a.m. on Friday, July 22, 2016 and ended at 5.00 p.m. on Monday, July 25, 2016.
  - 1.4. One Ballot box kept for voting by the shareholders present, was locked in my presence with due identification marks placed by me.
  - 1.5. The votes cast electronically and physically were duly scrutinized and the shareholding was matched /confirmed with the records maintained by the Registrar and Transfer Agent of the Company, 3i Infotech Limited, as on the cut-off date i.e. July 19, 2016.
  - 1.6. The votes were unblocked at Mumbai on July 26, 2016 in the presence of Ms. Mudra Bengali and Mr. Nikhil Khatri who are not the employees of the Company, and who have signed herein as witnesses to the unblocking of votes.
  - 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 Agent 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:



**(1) Resolution No. 1 - Ordinary Resolution**

To consider and adopt:

- (a) the audited financial statements of the Company for the financial year ended March 31, 2016 along with 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, 2016 along with the report of Auditors thereon.

Sr. No.	Particulars	Resolution No. 1	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	8	32,942,457
b.	Remote e-voting confirmations received	81	416,961,239
	<b>Total</b>	<b>89</b>	<b>449,903,696</b>
c.	Less: Invalid Ballots / remote e-voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / remote e-voting confirmations</b>	<b>89</b>	<b>449,903,696</b>
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	88	449,903,496
	<b>% of assent</b>	-	<b>100</b>
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	1	200
	<b>% of dissent</b>	-	<b>Negligible</b>

Above resolution has been passed with requisite majority.



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## (2) Resolution No. 2 - Ordinary Resolution

To appoint Mr. Shashwat Goenka (DIN 03486121), as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

Sr. No.	Particulars	Resolution No. 2	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	8	32,942,457
b.	Remote e-voting confirmations received	86	425,406,051
	<b>Total</b>	<b>94</b>	<b>458,348,508</b>
c.	Less: Invalid Ballots / remote e-voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / remote e-voting confirmations</b>	<b>94</b>	<b>458,348,508</b>
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	88	456,635,535
	<b>% of assent</b>	-	<b>99.63</b>
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	6	1,712,973
	<b>% of dissent</b>	-	<b>0.37</b>

Above resolution has been passed with requisite majority.



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**(3) Resolution No. 3 - Ordinary Resolution**

*Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants, bearing Registration Number: 101248W as the Statutory Auditors of the Company.*

Sr. No.	Particulars	Resolution No. 3	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	8	32,942,457
b.	Remote e-voting confirmations received	86	425,406,051
	<b>Total</b>	<b>94</b>	<b>458,348,508</b>
c.	Less: Invalid Ballot / remote e-voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / remote e-voting confirmations</b>	<b>94</b>	<b>458,348,508</b>
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	90	458,346,672
	<b>% of assent</b>	-	<b>100</b>
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	4	1,836
	<b>% of dissent</b>	-	<b>Negilible</b>

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



**Amrita D.C. Nautiyal**  
Practising Company Secretary

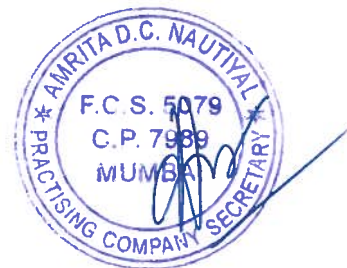
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**(4) Resolution No. 4 – Ordinary Resolution**

*Re-appointment of Mr. Rajesh Subramaniam (DIN 02617781) as Managing Director and Chief Executive Officer of the Company.*

Sr. No.	Particulars	Resolution No. 4	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	8	32,942,457
b.	Remote e-voting confirmations received	86	425,406,051
	<b>Total</b>	<b>94</b>	<b>458,348,508</b>
c.	Less: Invalid Ballot / remote e-voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / remote e-voting confirmations</b>	<b>94</b>	<b>458,348,508</b>
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	88	456,635,535
	<b>% of assent</b>	-	<b>99.63</b>
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	6	1,712,973
	<b>% of dissent</b>	-	<b>0.37</b>

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





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3. All the relevant records of remote e-voting and voting through physical Ballots will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Fifteenth Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.
4. You may accordingly declare the consolidated result of the voting through physical Ballots and remote e-voting.

Thanking you,  
Yours faithfully,

  
  
**Amrita D.C. Nautiyal**  
(Practising Company Secretary)  
Scrutinizer  
FCS - 5079  
CP - 7989

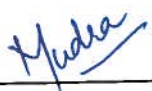
Place: Mumbai


Date: July 27, 2016

For Firstsource Solutions Limited

  
**Mr. Rajesh Subramaniam**  
Managing Director & CEO

We, the undersigned, witnesseth that the votes were unblocked from the e-voting website of CDSL in our presence at Mumbai on July 26, 2016.

  
\_\_\_\_\_  
(Signature)  
Name: Mudra Bengali  
Address: B/75, Bina Apts.,  
Andheri (East), Mumbai 400 069.

  
\_\_\_\_\_  
(Signature)  
Name: Nikhil Khatri  
Address: 2/5, Sangram Yadav Chawl,  
Malad (East), Mumbai 400 097.