

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

To,

The Managing Director & CEO

Firstsource Solutions Limited,

5th Floor, Paradigm 'B' wing, Mindspace,

Link Road, Malad (West),

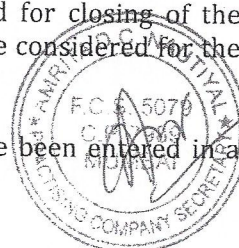
Mumbai - 400064.

Dear Sir,

I, Amrita D.C. Nautiyal, Practicing 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 5, 2015 for the purpose of scrutinizing the physical postal ballot voting as well as remote e-voting process 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 (9) of Rule 22 of the Companies (Management and Administration) Rules, 2014 on the special resolution referred to in this report.

1. I submit my report as under:

- 1.1. The Company dispatched the Postal Ballot Notice alongwith the draft resolution, explanatory statement and ballot forms by registered post and courier and provided physical postal ballot voting and remote e-voting facility to all such members whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories as on the cut-off date i.e. August 7, 2015.
- 1.2. The Company published the notice for the Postal Ballot in two newspapers, one in English namely The Free Press Journal and one in Marathi namely Navshakti on August 25, 2015.
- 1.3. The remote e-voting period commenced at 9:00am on Tuesday, August 25, 2015 and ended at 6:00 p.m. on Wednesday, September 23, 2015. The physical postal ballot forms received till the time fixed for closing of the voting process i.e. 6:00 p.m. on September 23, 2015 were considered for the purpose of my report.
- 1.4. Particulars of all votes received from the Members have been entered in a Register separately maintained for the purpose.



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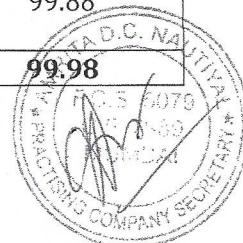
- 1.5. The votes received electronically were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on the cut-off date i.e. August 7, 2015.
 - 1.6. The physical Postal Ballot forms received from the members were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
 - 1.7. The locked Postal Ballot box was subsequently opened by me 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 lodged with the Company.
 - 1.8. Nineteen Ballot papers representing 29,388 number of shares were found to be invalid.
2. A summary result of the votes received electronically and through physical Postal Ballot process for the resolution is given below:

(1) Resolution – Special Resolution

Approval for Creation of Mortgage/ Charges on the Movable and Immovable Properties of the Company, both present and future, in respect of borrowings:

Voted in **FAVOUR** of the resolution:

Particulars	No. of members voted	No. of votes cast in favour of the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	49	4,33,571	0.10
Votes received through e-voting	543	42,51,71,587	99.88
Total	594	42,56,05,158	99.98



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Voted **AGAINST** the resolution:

Particulars	No. of members voted	No. of votes cast against the resolution	Percentage of valid votes cast
Votes received through Postal Ballot forms	6	625	-
Votes received through e-voting	126	87,353	0.02
Total	131	87,978	0.02

Votes which were considered **INVALID**:

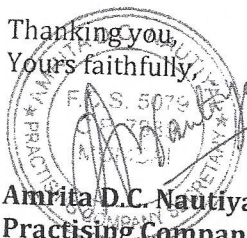
No. of members whose votes were considered invalid	No. of votes cast by them
19	29,388

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

3. You may accordingly declare the consolidated result of the voting through physical Postal Ballots and remote-electronic means.

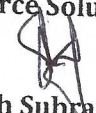
My responsibility as a scrutinizer is restricted to making a Scrutinizer's Report on votes cast by the members for the resolutions contained in the Notice dated August 14, 2015, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited ("NSDL"), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and 3i Infotech Limited, Registrars and Share Transfer Agents, for scrutiny of postal ballots received.

Thanking you,
Yours faithfully,


Amrita D.C. Nautiyal
Practising Company Secretary
FCS - 5079
CP - 7989

Place: Mumbai
Date: September 24, 2015.

For Firstsource Solutions Limited


Rajesh Subramaniam
Managing Director & CEO