

Amrita D.C. Nautiyal

Practising Company Secretary

1, Bina Shopping Centre,

M.V. Road,

Andheri East,

Mumbai 400 069.

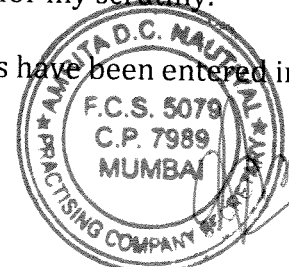
Tel-Fax : 022 26830079/80

SCRUTINIZER'S REPORT
(Combined)

The Chairman,
Firstsource Solutions Limited,
5th Floor, Paradigm 'B' wing, Mindspace,
Link Road, Malad (West),
Mumbai - 400064.

Dear Sir,

1. The Company has appointed me as the Scrutinizer for the purpose of conducting the e-voting process and physical voting through postal ballot on the agenda items to be transacted at the Thirteenth Annual General Meeting of the Company, held on Friday, August 1, 2014 at 03.00 p.m. at Manik Sabhagriha, 'Vishwakarma' M. D. Lotlikar Vidya Sankul, Opp. Lilavati Hospital, Bandra Reclamation, Bandra (West), Mumbai- 400 050.
2. The report of scrutinizers on e-voting conducted from July 26, 2014 to July 28, 2014 has been submitted to the Company on July 30th, 2014 and the report on the physical voting conducted through ballot papers at the Annual General Meeting (AGM) of the Company has been submitted on 1st August, 2014 to the Chairman, under my signature.
2. I submit this report for voting conducted through electronic and physical means as under:
 - 2.1. The Company has provided e-voting facility to all the members and has sent AGM notice and Annual Report 2013-14 electronically on 7th July, 2014 to such members whose email IDs were registered with depository participants. For the other members, the AGM notice and Annual Report 2013-14 of the Company has been sent by permitted mode through courier, dispatch of which was completed by 7th July, 2014.
 - 2.2. The votes cast in e-voting period which began at 10.00 a.m., on Saturday, 26th July, 2014 and ended at 7.00 p.m., on Monday, 28th July, 2014 and the votes cast in the physical voting through ballot papers on 1st August, 2014 the date of Annual General Meeting, were considered for my scrutiny.
 - 2.3. Particulars of all the votes received from the members have been entered in a register separately maintained for the purpose.



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- 2.4. 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. 30th June, 2014.
- 2.5. The empty Ballot box was locked and sealed in the presence of the members and proxies and subsequent to the end of the voting process, the Ballot box were opened by us in presence of two witnesses.
- 2.6. The ballot papers were diligently scrutinized and were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 2.7. None of the ballot papers were found to be invalid.

3. A summary of the votes cast through e-voting and physical voting is given below:

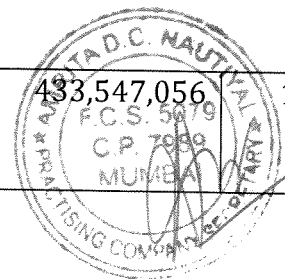
Resolution Nos. as given in the Notice of the Thirteenth Annual General Meeting.	Particulars of votes cast						
	Electronic Voting		Physical Voting		Voting Result		
	No of Votes (A)	%	No of Votes (B)	%	Total No of votes (A)+(B)	%	
Ordinary Business. 1.	<i>To consider and adopt audited financial statements of the Company for the financial year ended March 31, 2014 including the Balance Sheet, the statement of Profit & Loss, Cash Flow Statement and the reports of the Board of Directors and Auditors thereon - Ordinary Resolution.</i>						
Votes cast in favour	424,544,476	100	581	99.83	424,545,057	100	
Votes Cast against	184	0	1	0.17	185	0	
Invalid Votes	0	0	0	0	0	0	
2	<i>To appoint Mr. Ananda Mukerji (DIN 00015304), as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment- Ordinary Resolution.</i>						

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	Votes cast in favour	423,710,290	97.73	581	99.83	423,710,871	97.73
	Votes Cast against	9,839,697	2.27	1	0.17	9,839,698	2.27
	Invalid Votes	0	0	0	0	0	0
3	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- Ordinary Resolution.						
	Votes cast in favour	425,728,244	98.20	581	99.83	425,728,825	98.20
	Votes Cast against	7,822,093	1.80	1	0.17	7,822,094	1.80
	Invalid Votes	0	0	0	0	0	0
4	Appointment of M/s. B S R & Co. LLP, Chartered Accountants, bearing Registration Number: 101248W, Chartered Accountants as Statutory Auditors of the Company - Ordinary Resolution.						
	Votes cast in favour	433,547,522	100	581	99.83	433,548,103	100
	Votes Cast against	2,715	0	1	0.17	2,716	0
	Invalid Votes	0	0	0	0	0	0
Special Business 5	Appointment of Mr. Y. H. Malegam as an Independent Director of the Company - Ordinary Resolution						
	Votes cast in favour	433,546,475	100	581	99.83	433,547,056	100



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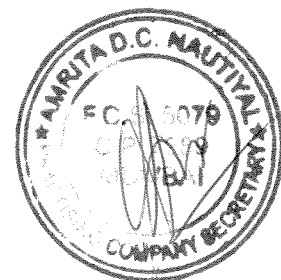
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	Votes Cast against	3,762	0	1	0.17	3,763	0
	Invalid Votes	0	0	0	0	0	0
6	Appointment of Mr. Shailesh J. Mehta as an Independent Director of the Company - Ordinary Resolution						
	Votes cast in favour	421,879,726	97.32	581	99.83	421,880,307	97.32
	Votes Cast against	11,623,310	2.68	1	0.17	11,623,311	2.68
	Invalid Votes	0	0	0	0	0	0
7	Appointment of Mr. Charles Miller Smith as an Independent Director of the Company - Ordinary Resolution.						
	Votes cast in favour	415,298,261	97.75	581	99.83	415,298,842	97.75
	Votes Cast against	9,541,712	2.25	1	0.17	9,541,713	2.25
	Invalid Votes	0	0	0	0	0	0

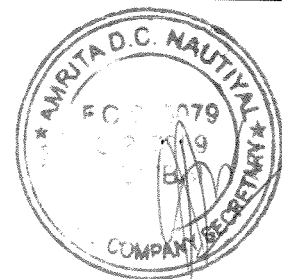


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8	Appointment of Mr. Donald W. Layden Jr. as an Independent Director of the Company - Ordinary Resolution.							
	Votes cast in favour	433,547,675	100	581	99.83	433,548,256	100	
	Votes Cast against	2,562	0	1	0.17	2563	0	
	Invalid Votes	0	0	0	0	0	0	
9	Appointment of Mr. Pradip Roy as an Independent Director of the Company - Ordinary Resolution.							
	Votes cast in favour	433,546,824	100	581	99.83	433,547,405	100	
	Votes Cast against	3,162	0	1	0.17	3,163	0	
	Invalid Votes	0	0	0	0	0	0	
10	To approve borrowing powers of the Board of Directors of the Company - Special Resolution.							
	Votes cast in favour	433,440,694	99.97	581	99.83	433,441,275	99.97	
	Votes Cast against	109,343	0.03	1	0.17	109,344	0.03	
	Invalid Votes	0	0	0	0	0	0	



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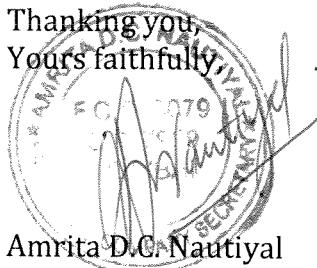
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11	Creation of mortgage/charges on the movable and immovable properties of the company, both present and future, in respect of borrowings - Special Resolution.						
	Votes cast in favour	433,441,703	99.98	581	99.83	433,442,284	99.98
	Votes Cast against	108,334	0.02	1	0.17	108,335	0.02
	Invalid Votes	0	0	0	0	0	0
12	Amendment of Articles of Association of the Company - Special Resolution.						
	Votes cast in favour	423,998,659	99.54	581	99.83	423,999,240	99.54
	Votes Cast against	1,960,011	0.46	1	0.17	1,960,012	0.46
	Invalid Votes	0	0	0	0	0	0

4. You may accordingly declare the result of electronic voting and physical voting.(combined)

Thanking you,
Yours faithfully,



Amrita D.C. Nautiyal

(Scrutinizer)

FCS - 5079

CP No- 7989

Mumbai

1st August, 2014