

Notice

NOTICE is hereby given that the 16th Annual General Meeting of the Members of Firstsource Solutions Limited will be held on Tuesday, 8 August 2017 at 3.30 p.m. at Manik Sabhagriha, 'Vishwakarma' M. D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Mumbai 400 050 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended 31 March 2017 along with the reports of the Board of Directors and the Auditors thereon; and
 - b) the audited consolidated financial statement of the Company and its subsidiaries for the financial year ended 31 March 2017 along with the report of the Auditors thereon.
2. To appoint a Director in place of **Mr. Pradip Kumar Khaitan** (DIN 00004821), who retires by rotation and being eligible, offers himself for re-appointment.

3. APPOINTMENT OF STATUTORY AUDITORS:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act 2013 and the Rules framed thereunder, as amended from time to time and pursuant to the recommendation of the Audit Committee of the Board, **Deloitte Haskins & Sells LLP, Chartered Accountants**, bearing Registration Number: 117366W/W-100018, be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors M/s. B S R & Co. LLP, Chartered Accountants, who shall hold office from the conclusion of this 16th Annual General Meeting for a term of consecutive five years i.e. till the conclusion of 21st Annual General Meeting subject to ratification of their appointment by the members at every Annual General Meeting, as may be required under the applicable provisions of the Companies Act 2013.

RESOLVED FURTHER THAT the Audit Committee of the Board of Directors of the Company be and are hereby authorised to fix such remuneration and the reimbursement of out-of-pocket expenses for the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Pooja Nambiar

Company Secretary & Compliance Officer
ACS No.: 14055

Firstsource Solutions Limited

CIN: L64202MH2001PLC134147

Registered Office:

5th Floor, Paradigm 'B' Wing, Mindspace, Link Road, Malad (West), Mumbai - 400 064

Tel : +91-22-66660888, Fax: +91-22-66660887

www.firstsource.com

Email: complianceofficer@firstsource.com

5 May 2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF. [A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING]. Pursuant to the provisions of Section 105 of the Companies Act 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the 16th Annual General Meeting (“AGM”) are requested to send a certified true copy of the appropriate resolution/ authority, as applicable, authorising their representatives to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 1 August 2017 to Tuesday, 8 August 2017 (both days inclusive).
4. All the documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days upto the date of the AGM.
5. Members are requested to bring their duly filled Attendance Slip alongwith the copy of the Annual Report at the AGM.

6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members holding shares in electronic (dematerialised) form are advised to send the request/(s) for change pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, Nomination, Power of Attorney, Change of Address, Change of Name, Email Address, Contact Numbers etc. to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and its Transfer Agents to provide efficient and better services. The Company or its Registrars cannot act on any such requests received directly from the members holding shares in electronic form.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account/(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
9. Pursuant to the requirements of Corporate Governance Code under the Listing Regulations 2015, the information/ a brief profile about the Director proposed to be re-appointed at the AGM is given in the Annexure to this Notice.
10. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company atleast 7 days before the AGM to enable the Company to keep the information ready at the AGM.
- The Notice of the AGM along with the Annual Report for FY 2016-17 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. To support the 'Green Initiative', the Members who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email addresses with the Registrar & Transfer Agent of the Company.
11. Voting through Electronic means:
- a) In compliance with the provisions of Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to the members the remote e-Voting facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM). The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL);
- b) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper;
- c) The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again;
- d) The remote e-voting period will commence on Friday, 4 August 2017 at 9.00 a.m. and will end on Monday, 7 August 2017 at 5.00 p.m. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Tuesday, 1 August 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting on Monday, 7 August 2017 at 5.00 p.m. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently;
- e) The Company has appointed Rathi & Associates, Company Secretary in whole time practice (email: associates.rathi8@gmail.com), to act as the Scrutinizer for conducting the electronic voting process and voting at the AGM in a fair and transparent manner;
- (f) The process and manner for remote e-voting are as under:
- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID.
- a. For CDSL: 16 digits beneficiary ID.
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:
- | | For Members holding shares in Demat Form and Physical Form |
|----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | <ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digit of the sequence number in their PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the user id / folio number in the Dividend Bank details field as mentioned in instruction (iii). |
- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Firstsource Solutions Limited which is 170627010.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against each resolution the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xix) Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter etc. together with the attested specimen signature/(s) of the duly authorised signatory/(ies) who are authorised to vote, to the Scrutinizer Rathi & Associates through email at: associate.rathi8@gmail.com with a copy marked to helpdesk.evoting@cdsl.co.in.
- (xx) Members have an option to vote either through e-voting or casting a vote at the Meeting. If a Member has opted for e-voting, then he should not cast his vote at the Meeting also and vice-versa. However, in case, a Member has cast his vote at the Meeting and also by e-voting, then voting done through e-voting shall prevail and voting done at the Meeting shall be treated as invalid.
- (xxi) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of Tuesday, 1 August 2017.
- (xxii) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 1 August 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to Issuer/RTA.
- (xxiii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility either of remote e-voting or voting at the AGM through ballot paper.
- (xxiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote evoting facility.
- (xxv) The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

(xxvi) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz: www.firstsource.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

ANNEXURE TO THE NOTICE

BRIEF PROFILE OF PERSON PROPOSED TO BE RE-APPOINTED AS DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING

Mr. Pradip Kumar Khaitan (DIN 00004821), 76 years, is a B.Com, LL.B. and Attorney-at-law (Bell Chambers Gold Medalist). He has professional Affiliations with Bar Council of India, Bar Council of West Bengal, Indian Council of Arbitration, New Delhi and Incorporated Law Society of Calcutta. Mr. Khaitan is the Senior Partner of Khaitan & Co. and is widely regarded as amongst the most influential legal practitioners in India. With over 50 years of experience, Mr. Khaitan has advised on a wide range of transactions.

Mr. Khaitan's practice includes advising domestic business houses and International Corporations, Banks, Development Agencies and Governments on all aspects of commercial and corporate laws, taxation, joint ventures, IPOs, mergers & demergers, corporate governance, restructuring and insolvency issues. He regularly advises on strategic decisions and sensitive commercial and legal issues.

Mr. Khaitan represents Spen Liq Private Limited, the Promoter on the Board of Directors of the Company. Mr. Khaitan is a Director on the Board of Directors of several public listed Companies in India namely CESC limited, Dalmia Bharat Limited, Dhunseri Petrochem Limited, Electrosteel Castings Limited, Emami Limited, Graphite India Limited, India Glycols Limited, OCL India Limited and Woodlands Multispeciality Hospital Limited. He is holding Memberships of the

following Committees across all Public Limited companies, in which he is Director:

Name of the Company	Name of the Committee	Position held (Chairman/Member)
CESC Limited	1. Nomination & Remuneration Committee;	Chairman
	2. Finance & Forex Committee;	Member
	3. Risk Management Committee;	Chairman
	4. Project Management Committee	Member
Dalmia Bharat Limited	1. Audit Committee	Member
	2. Nomination & Remuneration Committee	Member
Dhunseri Petrochem Limited	1. Nomination & Remuneration Committee	Member
	2. Corporate Social Responsibility Committee	Chairman
Electrosteel Casting Limited	1. Nomination & Remuneration Committee	Member
	2. Audit Committee	Member
	3. Corporate Social Responsibility Committee	Member
Graphite India Limited	1. Stakeholders Relationship Committee	Member
	2. Nomination & Remuneration Committee	Chairman
	3. Committee for Borrowings	Member
India Glycols Limited	1. Audit Committee	Chairman
	2. Stakeholder Relationship Committee	Chairman
	3. Nomination & Remuneration Committee	Member
	4. Corporate Social Responsibility Committee	Member
	5. Committee of Directors	Member
	6. Risk Management Committee	Member
	7. Ethics Committee for Code of Conduct for Directors & Senior Management	Member
Woodlands Multispeciality Hospital Limited	1. Share Allotment Committee	Chairman

He does not hold any shares or stock options of the Company. He is not related to any other Director of the Company. He attended 3 Board Meetings during the Financial Year 2016-17.

**Route map for venue of the 16th Annual General Meeting:
Date: 8 August 2017
Time: 3.30 P.M.**

**HOW TO REACH
MANIK SABHAGRIHA**

