

Notice

NOTICE is hereby given that the 17th Annual General Meeting of the Members of Firstsource Solutions Limited will be held on Monday, August 6, 2018 at 3:30 p.m. at Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai- 400 025 to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt:
 - the audited financial statements of the Company for the financial year ended March 31, 2018 along with the reports of the Board of Directors and the Auditors thereon; and
 - the audited consolidated financial statement of the Company and its subsidiaries for the financial year ended March 31, 2018 along with the report of the Auditors thereon.
- To declare a final maiden dividend for the FY2017-18.
- To appoint a Director in place of **Mr. Subrata Talukdar** (DIN 01794978), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. PRADIP ROY AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), Mr. Pradip Roy (DIN 00026457), a Director of the Company, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, on the Board of Directors of a Company for a term of three (3) consecutive years i.e. up to the conclusion of the 20th Annual General Meeting of the Company to be held for the FY2020-21.

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

5. APPOINTMENT/ CONTINUATION OF MR. PRADIP KUMAR KHAITAN AS A DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 1, 2019, approval of shareholders of the Company be and is hereby granted to the Company continuing the directorship of Mr. Pradip Kumar Khaitan (DIN 00004821), in the capacity of a Non-Executive and Non-Independent Director, liable to retire by rotation.

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

6. APPOINTMENT/ CONTINUATION OF MR. CHARLES MILLER SMITH AS A DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 1, 2019, approval of shareholders of the Company be and is hereby granted to the Company continuing the directorship of Mr. Charles Miller Smith (DIN 00950635), in the capacity of a Non-Executive and Independent Director, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all 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, India

Tel : +91-22-66660888, Fax: +91-22-66660887
www.firstsource.com
Email:complianceofficer@firstsource.com

June 29, 2018

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 INORDER 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 17th 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 remain closed from Monday, July 30, 2018 to Monday, August 6, 2018 (both days inclusive) for the purpose of payment of the final maiden dividend for the FY2017-18 and the date of the Annual General Meeting.
4. Members whose shareholding is in electronic mode are requested to direct change of address notification and updates of bank account details to their respective depository participant/(s). Members are requested to utilize the Electronic Clearing System (ECS) for receiving dividends.
5. SEBI has decided that securities of listed companies can be transferred only in dematerialised form and therefore members are requested to note that to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
6. Subject to the provision of the Act, dividend of INR 1.50 per fully paid equity share as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on Monday, July 30, 2018.
7. Members are requested to address all correspondence, including on matters relating to dividends, to the Registrar and Share Transfer Agents, 3i Infotech Limited Tower # 5, 3rd to 6th Floor, International Infotech Park, Vashi, Navi Mumbai – 400 703.
8. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent as mentioned above. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF).
9. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special businesses under the Notice is amended hereto. 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 up to the date of the AGM.
10. Members are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report at the AGM.
11. 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.
12. 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.
13. 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.
14. Pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information/ brief profiles about the Directors proposed to be re-appointed at the AGM are given in the Annexure to this Notice.
15. 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

FY2017-18 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.

16. 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 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 Thursday, August 2, 2018 at 9.00 a.m. and will end on Sunday, August 5, 2018 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 Monday, July 30, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting on Sunday, August 5, 2018 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/ Members.

- (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 180705006

- (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 changed 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.
- (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 Monday, July 30, 2018.
- (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. Monday, July 30, 2018, should follow the same procedure for e-Voting as mentioned above.
- (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 along with the report of the Scrutinizer shall be placed on the website of the Company viz: www.firstsource.com and on the website of CDSL e-Voting 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.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Pradip Roy was appointed as an Independent Director by the Board of Directors of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") and Clause 49 of the erstwhile Listing Agreement with the Stock Exchanges. Mr. Pradip Roy holds the said office as an Independent Director up to the conclusion of the ensuing Annual General Meeting of the Company ("first term" in line with Sections 149(10) and 149(11) and the Explanation to Section 149(11) of the Act). Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Pradip Roy as an Independent Director for three (3) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Pradip Roy would be beneficial to the Company and, accordingly, it is desirable to continue to avail his service as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Pradip Roy as an Independent Director of the Company, not liable to retire by rotation and to hold office for three (3) consecutive years effective for a term upto the conclusion of the 20th (Twentieth) Annual General Meeting of the Company to be held for the FY2020-21. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office up to two consecutive terms. Mr. Pradip Roy is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director.

Brief resume of Mr. Pradip Roy is given in the Annexure to this Notice.

Mr. Pradip Roy has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Pradip Roy has fulfilled the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and is independent of the management.

Copy of the draft letter of appointment of Mr. Pradip Roy, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company. Mr. Pradip Roy may be deemed to be concerned or interested in the

resolution for his appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the said Resolution in the accompanying Notice. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Pradip Roy as an Independent Director is now being placed before the Members for their approval. The Board recommends the appointment of Mr. Pradip Roy as an Independent Director on the Board of the Company as set out at Item No. 4 of the Notice for approval by the Members.

Item Nos. 5 & 6

As per the Report submitted by Uday Kotak Committee to Securities and Exchange Board of India (SEBI) on recommendation for amendments to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), SEBI vide its Notification dated May 9, 2018 notified Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018.

The said Amendment Regulation also includes amendment in Regulation 17 of the said LODR wherein a new Sub Regulation 17(1A) has been introduced with effect from April 1, 2019 which reads as under:

"No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person."

Mr. Pradip Kumar Khaitan, Non-Executive Non-Independent Director and Mr. Charles Miller Smith, Non-Executive Independent Director have been associated with the Company since November 14, 2014 and August 19, 2002 respectively and have both attained the age of more than seventy five (75) years.

As per the aforementioned regulation, approval from the members by way of a Special Resolution is required to enable them to continue as Directors after April 1, 2019.

Mr. Pradip Kumar Khaitan and Mr. Charles Miller Smith are both hugely experienced in corporate matters and they have been actively involved in all matters brought before the Board of Directors of the Company ('the Board') from time to time. Their advice has always benefited the Company and the Board.

In view of the aforesaid regulation, the Board and its Nomination and Remuneration Committee have recommended appropriate Resolutions for continuation of appointments of Mr. Pradip Kumar Khaitan and Mr. Charles Miller Smith as Non Executive Directors.

Brief resume of above named Directors is given in the Annexures hereto.

Both the above-named Directors may be deemed to be concerned or interested in the respective resolution for continuing their appointments. None of the other Directors and Key Managerial

Personnel of the Company or their relatives is concerned or interested in the respective resolution in the accompanying Notice.

The Board recommends the above Resolutions as set out at Item Nos. 5 & 6 respectively of the Notice for approval by the Members.

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,

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

www.firstsource.com

Email:complianceofficer@firstsource.com

June 29, 2018

ANNEXURE TO THE NOTICE

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

A. Mr. Subrata Talukdar (DIN 01794978), aged 59 years, is a commerce graduate and an alumnus of the Kellogg School of Management, USA and Chartered Accountant in India. Mr. Talukdar began his career at the Indian arm of Coopers Lybrand, before switching over to the manufacturing sector handling the finance portfolio.

Mr. Talukdar is the President & CFO - Power Group of CESC Limited. He has been associated with the group for over three decades. Going beyond his core function of conventional finance, Mr. Talukdar also heads the Renewable Energy, Coal Mining and Power Trading business. He is also a core member of the corporate strategy team.

Mr. Talukdar represents Spen Liq Private Limited, Promoter, on the Board of Directors of the Company. He is a Director on the Boards of various companies namely Haldia Energy Limited, Dhariwal Infrastructure Limited, Crescent Power Limited, Surya Vidyut Limited, CESC Infrastructure Limited, CESC Projects Limited, CESC Green Power Limited, Kolkata Games & Sports Private Limited, New Rising Promoters Private Limited, Rubberwood Sports Private Limited, Bantal Singapore Pte. Limited and Rama Prasad Goenka Football Academy.

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)
Crescent Power Limited	1. Audit Committee	Chairman
Surya Vidyut Limited	1. Audit Committee	Chairman
CESC Infrastructure Limited	1. Remuneration Committee 2. Audit Committee	Chairman Member
Firstsource Solutions Limited	1. Stakeholders Relationship Committee 2. Audit Committee 3. Nomination & Remuneration Committee 4. CSR Committee 5. Investment Committee 6. Strategy Committee	Chairman Member Member Member Member Member

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 four (4) Board Meetings during the FY2017-18.

B. Mr. Pradip Roy (DIN 00026457), aged 69 years, is a Certificated Associate of Indian Institute of Bankers (CAIIB), a Management graduate from Faculty of Management Studies, Delhi University and also holds a B.Sc. (Hons.) degree in Petroleum Engineering. He did his engineering from Indian Institute of Technology, Dhanbad (formerly known as Indian School of Mines, Dhanbad). He holds a certificate in Investment Appraisal & Management from Harvard University, Cambridge, USA. Mr. Roy joined the banking sector (Bank of India) as a Probationary Officer in 1972 and switched to IDBI in 1979.

Post retirement, Mr. Roy worked as an Advisor with UTI AMC Limited, with the Indian office of Lincoln International Advisors Private Limited, an American Investment Advisory firm, head quartered in Chicago and also as Senior Advisor to Gujarat Pipavav Defense and Offshore Engineering Company Limited.

Mr. Roy was a member of the Task Force for drawing-up the Business Plan of Infrastructure Development Finance Company Limited (IDFC) and member of the team that made presentation on the Business Plan of IDFC, to the World Bank/ IFC, in May, 1997. His paper on Indian power sector was selected by the World Energy Congress for personal presentation, at Buenos Aires, Argentina in October, 2001. In August 2010, Mr. Roy was selected by the Government of India for representing the financial sector as a member of sub-group on Shipping and Ports constituted under the aegis of Planning Commission.

Mr. Roy has extensively travelled across geographies on business commitments and has vast exposure to negotiations with overseas/ domestic clients, lenders, merchant bankers, law firms on matter related to Project finance and Investment banking. He also served as 'Nominee Director' of IDBI on various Investee Companies.

Mr. Roy is a Director on the Boards of various companies namely Phillips Carbon Black Limited, Precision Wires India Limited, Noida Power Company Limited, GVK Industries Limited, IL&FS Infra Asset Management Limited, GVK Gautami Power Limited, Mumbai International Airport Limited and Navi Mumbai International Airport Pvt. Ltd.

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)
Precision Wires India Limited	1. Audit Committee	Member
	2. Nomination & Remuneration Committee	Member
GVK Industries Limited	1. Audit Committee	Member
	2. Nomination & Remuneration Committee	Member
GVK Gautami Power Limited	1. Audit Committee	Member
	2. Nomination & Remuneration Committee	Member
Mumbai International Airport Limited	1. Audit Committee	Member
	2. Nomination & Remuneration Committee	Chairman
Phillips Carbon Black Limited	Audit Committee	Member
IL&FS Infra Asset Management Limited	1. Audit Committee	Member
	2. Investors Grievances & Redressal Committee	Chairman
	3. Risk Management Committee	Chairman
Firstsource Solutions Limited	1. Nomination & Remuneration Committee	Member
	2. Corporate Social Responsibility Committee	Member
Navi Mumbai International Airport Pvt. Ltd	1. Nomination & Remuneration Committee	Member
	2. Audit Committee	Member

Mr. Roy does not hold any shares or Stock Options in the Company. He is not related to any Director of the Company. He attended four (4) Board Meetings during the FY2017-18.

Mr. Pradip Kumar Khaitan (DIN 00004821), aged 77 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 cum Risk Management	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. Nomination & Remuneration Committee	Chairman
	3. CSR Committee	Member
	4. Committee of Directors	Member
	5. Ethics Committee for Code of Conduct for Directors & Senior Management	Chairman
	6. Risk Management Committee	Member
	7. Stakeholders Relationship Committee	Chairman
Woodlands Multispecialty Hospital Limited	1. Share Allotment Committee	Chairman
	2. Audit Committee	Member
	3. Nomination and Remuneration Committee	Member

Mr. Khaitan does not hold any shares or stock options of the Company. He is not related to any other Director of the Company. He attended three (3) Board Meetings during the FY2017-18.

Mr. Charles Miller Smith (DIN 00950635), aged 79 years, is M.A. (Hons.) in Medieval and Modern History from St. Andrews in

Scotland and was awarded Honorary Doctorate in 1995.

Mr. Smith is the former Chairman of Scottish Power. Previously, he worked at Unilever for more than 30 years where he held a wide range of financial and general management positions in the U.K., the Netherlands and India and was a Director between 1989 and 1994. He was an International Advisor to Goldman Sachs and Warburg Pincus, Chairman of Imperial Chemical Industries (ICI) from 1999-2001 and Chief Executive of ICI from 1994-1999. Mr. Smith was previously a Non-Executive Director of Midland Bank plc. and HSBC Holdings plc. Mr. Smith was a member of the Defence Management Board of the Ministry of Defence, Senior Advisor to Deutsche Bank for 2007-2011, a Non-Executive Director for Premier Foods for 2009-2015. Mr. Smith is Director of the Board of Firstsource Solutions UK Limited, a wholly-owned subsidiary of the Company, and a Chairman of Edge Investment Management Limited and Pollen and Grace. Mr. Smith is a member of Audit Committee and Nomination and Remuneration Committee of the Board of the Company.

Mr. Smith holds 60,000 equity shares and 286,010 Stock Options in the Company as on March 31, 2018. He is not related to any Director of the Company. He attended three (3) Board Meetings during the FY2017-18.

Route map for venue of the 17th Annual General Meeting:
Date: August 6, 2018
Time: 3.30 P.M.
(Prominent land mark- behind Shree Siddhivinayak Temple)

