

10th August 2017

To:

National Stock Exchange of India Limited (Stock Code: FSL)

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East)
Mumbai - 400 051.

BSE Limited (Scrip Code: 532809)

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Dear Madam/ Sir,

**Sub: Submission of the declaration of Voting Results along with Scrutinizer's Report
(Consolidated) in respect of 16th AGM of the Company held on 8th August 2017**

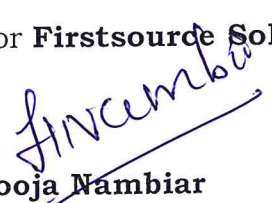
We are pleased to inform you that 16th Annual General Meeting (AGM) of the Company was held on Tuesday, 8th August 2017 at Manik Sabhagriha, 'Vishwakarma' M. D. Lotlikar Vidya Sankul, Opposite Lilavati Hospital, Bandra Reclamation, Mumbai 400 050.

In this connection, we are submitting the declaration of Voting Results of the Resolutions put to vote and passed at the AGM alongwith Scrutinizer's Report (Consolidated). The said declaration of Voting Results has been executed by the Managing Director & CEO, as authorised by the Chairman.

You are requested to take the above on record.

Thanking you,

For **Firstsource Solutions Limited**


Pooja Nambiar
Company Secretary & Compliance Officer
Encl.: A/a
Cc:

National Securities Depository Limited	Central Depository Services (India) Ltd.
Trade World, A Wing, Kamala Mills Compound, Lower Parel Mumbai - 400013.	17th Floor, P J Towers, Dalal Street, Fort Mumbai - 400023

**Declaration of Consolidated Results of Remote e-voting and voting
through Ballot papers in respect of 16th Annual General Meeting of
Firstsource Solutions Limited held on 8th August 2017**

In terms of Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Firstsource Solutions Limited (the “Company”) provided a facility to its members to vote on the resolutions proposed in the Notice dated 5th May 2017 of the 16th Annual General Meeting (the “AGM”) through remote e-voting using the platform provided by Central Depository Services (India) Limited (“CDSL”). The said remote e-voting facility was available from 9.00 a.m. on Friday, 4th August 2017 up to 5.00 p.m. on Monday, 7th August 2017. Further, on 8th August, 2017 the day of the AGM, the facility of voting through Ballot papers was also provided by the Company to its members present in person or by proxy, who did not cast their votes through remote e-voting. Rathi & Associates, Company Secretary in whole time Practice was appointed as Scrutinizer to scrutinize the votes cast through remote e-voting and Ballot papers.

Based on the Scrutinizer’s Report dated 9th August 2017, I, the undersigned, hereby declare that all 3 (Three) resolutions contained in the Notice of the AGM held on 8th August 2017 have been duly passed with requisite majority as per details given herein below:



Sr. No.	PARTICULARS	TYPE OF RESOLUTION (ORDINARY /SPECIAL)	FOR THE RESOLUTION			AGAINST THE RESOLUTION		
			No. of Voters	No. of Shares Voted	% of total valid votes cast	No. of Voters	No. of Shares Voted	% of total valid votes cast
1	Adoption of the Audited Standalone and Consolidated financial statements for the financial year ended 31 st March 2017	Ordinary	108	43,43,44,976	99.99	6	208	0.0001
2	Re-appointment of Mr. Pradip Kumar Khaitan (DIN 00004821), as a Director of the Company, liable to retire by rotation	Ordinary	79	41,89,10,777	96.45	35	1,54,34,407	3.55
3	Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditors	Ordinary	105	43,43,43,676	99.99	9	1,508	0.0003

The Scrutinizer's Report as referred to above be attached herewith.

For **Firstsource Solutions Limited**

Rajesh Subramaniam
Managing Director & CEO

Place : Mumbai

Date : 10th August 2017

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

9th August, 2017

To,
The Chairman,
FIRSTSOURCE SOLUTIONS LIMITED
Paradigm B, 5th Floor, Mindspace
New Link Road, Malad (West)
Mumbai – 400064

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at 16th Annual General Meeting of the members of Firstsource Solutions Limited

Firstsource Solutions Limited("the Company") at their Board meeting held on May 5, 2017 has appointed our Firm as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice dated May 5, 2017 of the 16th Annual General Meeting of the Company held on August 8, 2017, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolutions as contained in the aforesaid Notice of the 16th Annual General Meeting of the Members of the Company. Our responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and Physical voting through ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "in against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CSDL), the agency engaged by the Company to provide e-voting facilities and physical voting through ballots as provided by 3i Infotech Limited.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 16th Annual General Meeting was sent to the Members by permitted means, for seeking approval of members on following resolutions:

1. Resolution No. 1a) as an Ordinary Resolution for consideration and adoption of the Audited Financial statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon;

Resolution No. 1 b) as an Ordinary Resolution for consideration and adoption of the Consolidated Audited Financial statements of the Company for the financial year ended 31st March, 2017 along with the Reports of the Auditors thereon;



2. Resolution No. 2 as an Ordinary Resolution for re-appointment of Mr. Pradip Kumar Khaitan (DIN:00004821), who retires by rotation at 16th Annual General Meeting and being eligible, had offered himself for re-appointment;
3. Resolution No. 3 as an Ordinary Resolution for appointment of Deloitte Haskins & Sells LLP, Chartered Accountants [Firm Registration No. 117366W/W-100018] as Statutory Auditors of the Company, from conclusion of 16th Annual General Meeting until the Conclusion of 21st Annual General Meeting of the Company and to authorize Board of Directors to fix their remuneration;

Remote e-voting facilities were made available to Shareholders of the Company to exercise their voting rights from 9:00 a.m. of Friday, 4th August, 2017 upto 5:00 p.m. of Monday, 7th August, 2017. Accordingly, e-votes casted upto 5:00 p.m. of Monday, 7th August, 2017 have been considered for our scrutiny.

After the conclusion of the 16th Annual General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Binit Kamdar and Mr. Tarun Sabhlok and thereafter through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Harsh Shah and Ms. Hinal Manek. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 16th Annual General Meeting with their pattern of voting is as per Annexure enclosed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 16th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Meeting.

Thanking you,

Yours sincerely,
For RATHI & ASSOCIATES
COMPANY SECRETARIES


JAYESH M. SHAH
PARTNER
FCS NO:5637
COP NO:2535



ANNEXURE

The summary of the votes cast through e-Voting and physical ballots received for each of the resolutions is given below:

For Resolution Nos. 1 (a) & (b):

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	8	3,20,89,657
b.	Remote e-Voting Confirmations received	106	40,22,55,527
	Total	114	43,43,45,184
c.	Less: Invalid Ballot / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	114	43,43,45,184
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	108	43,43,44,976
% of Assent			99.9999%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	6	208
% of Dissent			0.0001%

For Resolution No.2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	8	3,20,89,657
b.	Remote e-Voting Confirmations received	106	40,22,55,527
	Total	114	43,43,45,184
c.	Less: Invalid Ballot / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	114	43,43,45,184
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	79	41,89,10,777
% of Assent			96.45%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	35	1,54,34,407
% of Dissent			3.55%



For Resolution No. 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	8	3,20,89,657
b.	Remote e-Voting Confirmations received	106	40,22,55,527
	Total	114	43,43,45,184
c.	Less: Invalid Ballot / Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	114	43,43,45,184
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	105	43,43,43,676
% of Assent			99.9997%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	9	1508
% of Dissent			0.0003%

Firstsource Solutions Limited

Authorized Signatory

