

July 28, 2016

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

**Sub: Submission of the declaration of Results alongwith Scrutinizer's Report
(Consolidated) in respect of 15th AGM of the Company held on July 26, 2016**

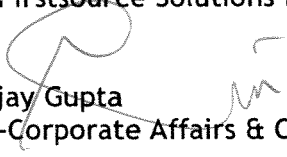
Dear Madam/ Sir,

We are pleased to inform you that Fifteenth Annual General Meeting (AGM) of the Company was held on Tuesday, July 26, 2016 at Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai - 400 025. In this connection, we are submitting the declaration of Results of the Resolutions passed at the AGM by the Managing Director & CEO, as authorised by the Chairman alongwith Scrutinizer's Report (Consolidated).

You are requested to take the above on record.

Thanking you,

For Firstsource Solutions Limited


Sanjay Gupta
SVP-Corporate Affairs & Company Secretary

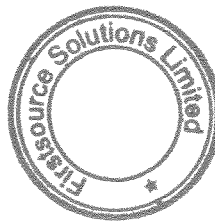
Cc:

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 Fifteenth Annual General Meeting of Firstsource Solutions Limited held on
July 26, 2016**

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 June 21, 2016 of the Fifteenth 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 10.00 a.m. on Friday, July 22, 2016 upto 5.00 p.m. on Monday, July 25, 2016. Further, on July 26, 2016, 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. Ms. Amrita D. C. Nautiyal, Practicing Company Secretary was appointed as Scrutinizer to scrutinize the votes cast through remote e-voting and Ballot papers.

Based on the Scrutinizer’s Report dated July 27, 2016, I, the undersigned, hereby declare that all 4 (Four) resolutions contained in the Notice of the AGM held on July 26, 2016 have been duly passed with requisite majority as per details given below:

A handwritten signature in black ink, appearing to be a stylized 'S' or 'G'.

Sr. No.	PARTICULARS	TYPE OF RESOLUTION (ORDINARY /SPECIAL)	FOR THE RESOLUTION			AGAINST THE RESOLUTION		
			No. of Voters	No. of Votes	% of total valid votes cast	No. of Voters	No. of Votes	% of total valid votes cast
1	Adoption of the Audited Standalone and Consolidated financial statements for the financial year ended March 31, 2016	Ordinary	88	449,903,496	100	1	200	Negligible
2	Re-appointment of Mr. Shashwat Goenka (DIN 03486121), as a Director of the Company, liable to retire by rotation	Ordinary	88	456,635,535	99.63	6	1,712,973	0.37
3	Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors	Ordinary	90	458,346,672	100	4	1,836	Negligible
4	Re-appointment of Mr. Rajesh Subramaniam (DIN 02617781), as Managing Director and CEO of the Company	Ordinary	88	456,635,535	99.63	6	1,712,973	0.37

The Scrutinizer's Report as referred to above is attached herewith

For Firstsource Solutions Limited


Rajesh Subramaniam
Managing Director & CEO

Place: Mumbai

Date: July 28, 2016

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

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015]

Mr. Rajesh Subramaniam

Managing Director & CEO,

Firstsource Solutions Limited,

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

Link Road, Malad (West),

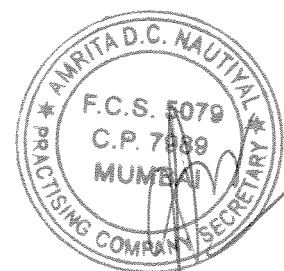
Mumbai - 400064.

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 12, 2016 for the Fifteenth Annual General Meeting (AGM) of the Company held on Tuesday, July 26, 2016 at 03:30 p.m. at Ravindra Natya Mandir, Sayani Road, Prabhadevi, Mumbai- 400 025, for the purpose of scrutinizing the remote e-voting process and Ballot voting process at the AGM 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, sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 on the resolutions referred to in this report.

1. I submit my report as under:

- 1.1. The Company provided remote e-voting facility to all the members holding shares as on the cut-off date i.e. July 19, 2016 and sent the AGM notice and Annual Report for the financial year 2015-16 electronically on June 28, 2016 to such members whose email IDs were registered with the depository participants. For the other members, the AGM notice and Annual Report for 2015-16 of the Company were sent by permitted mode through courier and post, dispatch of which was completed on July 1, 2016.

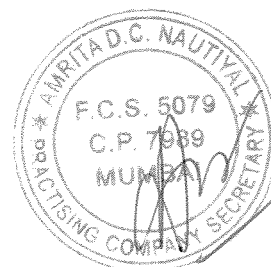


Amrita D.C. Nautiyal

Practising Company Secretary

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- 1.2. The Company engaged the services of Central Depository Services (India) Limited ("CDSL") for providing remote e-voting facility.
 - 1.3. The remote e-voting period began at 10.00 a.m. on Friday, July 22, 2016 and ended at 5.00 p.m. on Monday, July 25, 2016.
 - 1.4. One Ballot box kept for voting by the shareholders present, was locked in my presence with due identification marks placed by me.
 - 1.5. The votes cast electronically and physically were duly scrutinized and the shareholding was matched /confirmed with the records maintained by the Registrar and Transfer Agent of the Company, 3i Infotech Limited, as on the cut-off date i.e. July 19, 2016.
 - 1.6. The votes were unblocked at Mumbai on July 26, 2016 in the presence of Ms. Mudra Bengali and Mr. Nikhil Khatri who are not the employees of the Company, and who have signed herein as witnesses to the unblocking of votes.
 - 1.7. The locked Ballot box was subsequently opened by me in the presence of two witnesses and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
 - 1.8. I did not find any Ballot paper invalid.
2. A summary result of the votes received electronically and through physical Ballot paper process for each of the resolutions are given below:



Amrita D.C. Nautiyal

Practising Company Secretary

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(1) Resolution No. 1 - Ordinary Resolution

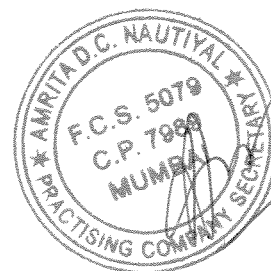
To consider and adopt:

(a) the audited financial statements of the Company for the financial year ended March 31, 2016 along with the reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended March 31, 2016 along with the report of Auditors thereon.

Sr. No.	Particulars	Resolution No. 1	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	8	32,942,457
b.	Remote e-voting confirmations received	81	416,961,239
	Total	89	449,903,696
c.	Less: Invalid Ballots / remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / remote e-voting confirmations	89	449,903,696
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	88	449,903,496
	% of assent	-	100
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	1	200
	% of dissent	-	Negligible

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



Amrita D.C. Nautiyal

Practising Company Secretary

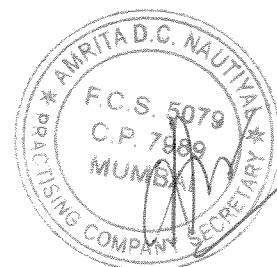
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(2) Resolution No. 2 - Ordinary Resolution

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.

Sr. No.	Particulars	Resolution No. 2	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	8	32,942,457
b.	Remote e-voting confirmations received	86	425,406,051
	Total	94	458,348,508
c.	Less: Invalid Ballots / remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / remote e-voting confirmations	94	458,348,508
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	88	456,635,535
	% of assent	-	99.63
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	6	1,712,973
	% of dissent	-	0.37

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



Amrita D.C. Nautiyal

Practising Company Secretary

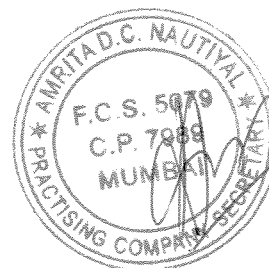
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amrita.nautiyal@gmail.com

(3) Resolution No. 3 - Ordinary Resolution

Ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants, bearing Registration Number: 101248W as the Statutory Auditors of the Company.

Sr. No.	Particulars	Resolution No. 3	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	8	32,942,457
b.	Remote e-voting confirmations received	86	425,406,051
	Total	94	458,348,508
c.	Less: Invalid Ballot / remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / remote e-voting confirmations	94	458,348,508
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	90	458,346,672
	% of assent	-	100
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	4	1,836
	% of dissent	-	Negilible

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



Amrita D.C. Nautiyal

Practising Company Secretary

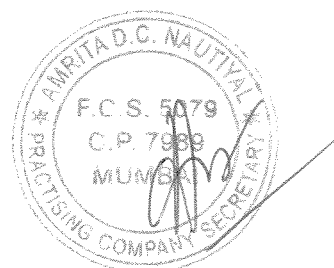
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(4) Resolution No. 4 – Ordinary Resolution

Re-appointment of Mr. Rajesh Subramaniam (DIN 02617781) as Managing Director and Chief Executive Officer of the Company.

Sr. No.	Particulars	Resolution No. 4	
		No. of Ballots / Remote e-voting confirmations	No. of Shares voted
a.	Votes cast through physical Ballots	8	32,942,457
b.	Remote e-voting confirmations received	86	425,406,051
	Total	94	458,348,508
c.	Less: Invalid Ballot / remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / remote e-voting confirmations	94	458,348,508
	(i) Physical Ballot Forms / remote e-voting confirmations with assent for the Resolution	88	456,635,535
	% of assent	-	99.63
	(ii) Physical Ballot Forms / remote e-voting confirmations with dissent for the Resolution	6	1,712,973
	% of dissent	-	0.37

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



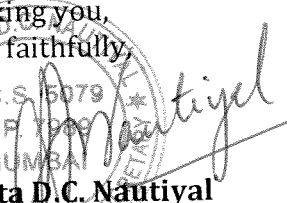
Amrita D.C. Nautiyal

Practising Company Secretary

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3. All the relevant records of remote e-voting and voting through physical Ballots will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Fifteenth Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.
4. You may accordingly declare the consolidated result of the voting through physical Ballots and remote e-voting.

Thanking you,
Yours faithfully,


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

Place: Mumbai

Date: July 27, 2016

For **Firstsource Solutions Limited**


Mr. Rajesh Subramaniam
Managing Director & CEO

We, the undersigned, witnesseth that the votes were unblocked from the e-voting website of CDSL in our presence at Mumbai on July 26, 2016.


(Signature)
Name: Mudra Bengali
Address: B/75, Bina Apts.,
Andheri (East), Mumbai 400 069.


(Signature)
Name: Nikhil Khatri
Address: 2/5, Sangram Yadav Chawl,
Malad (East), Mumbai 400 097.