

January 28, 2016

To:  
National Stock Exchange of India Limited (Scrip Code: FSL)  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-KurlaComplex,  
Bandra (East),  
Mumbai - 400 051

BSE Limited (Scrip Code: 532809)  
PhirozeJeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Madam/ Sir,

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligation and Listing Requirement)  
Regulations, 2015**

Please note that the Board of Directors of the Company, at its meeting held on January 28, 2016, have approved the acquisition of ISGN Solutions Inc., USA and its subsidiaries ("ISGN") and the BPO division of ISG Novasoft Technologies Limited, India.

Following agreements have been entered into for acquisition of entity / business:

1. Firstsource Group USA, Inc. (FG US), a 100% subsidiary of the Company, has entered into a Stock Purchase Agreement ("Stock Purchase Agreement") with ISGN Corporation, USA for acquiring its entire shareholding in its subsidiary - ISGN Solutions Inc., USA and its subsidiaries to FG US; and
2. Firstsource Process Management Services Limited, India, a 100% subsidiary of the Company has entered into a Slump Sale Agreement ("Slump Sale Agreement") with ISG Novasoft Technologies Limited, India to buy part of its business / undertaking i.e. Business Process outsourcing business.

Please find below details as per Para A of Part A of Schedule III read with Regulation 30(2) SEBI (Listing Obligation and Listing Requirement) Regulations, 2015.

| Sr. No | Particulars                                                            |                                                                                                                                                                          |
|--------|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1      | Name of the target entity, details in brief such as size, turnover etc | ISGN Solutions Inc., USA and its subsidiaries and the BPO division of ISG Novasoft Technologies Limited, India<br>CY2014 Revenues of ISGN Solutions Inc. was USD 25.9 Mn |



|    |                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2  | Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arms length” | No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 3  | Industry to which the entity being acquired belongs                                                                                                                                                                                                                           | Business Process Outsourcing                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 4  | Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)                                                                          | Entry into the US Mortgage Processing Market                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 5  | Brief details of any governmental or regulatory approvals required for the acquisition                                                                                                                                                                                        | No approval required from any Governmental or regulatory body in India.<br>Approvals required for transfer of State Business licenses specific to each business line in the US                                                                                                                                                                                                                                                                                                                                                                                                             |
| 6  | Indicative time period for completion of the acquisition                                                                                                                                                                                                                      | 60-120 days from the Board Meeting held on January 28, 2016.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 7  | Nature of consideration - whether cash consideration or share swap and details of the same                                                                                                                                                                                    | Cash consideration                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 8  | Cost of acquisition or the price at which the shares are acquired                                                                                                                                                                                                             | Consideration of \$12.56 Million for the purchase of ISGN Solutions, Inc. and Rupees 30 Million for the purchase of the BPO business of ISG Novasoft Technologies, Ltd                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 9  | Percentage of shareholding / control acquired and / or number of shares acquired                                                                                                                                                                                              | a) 100% ownership of ISGN Solutions, Inc. from ISGN Corporation, DE through Firstsource Group US Inc. (FGUS), a 100% subsidiary of the Company<br>b) Firstsource Process Management Services Limited, a 100% subsidiary of the Company will acquire the BPO business of ISG Novasoft Technologies, Ltd                                                                                                                                                                                                                                                                                     |
| 10 | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)                        | ISGN Solutions, Inc. is a provider of integrated end-to-end business process outsourcing (“BPO”) services to the financial institutions that focus on the U.S. residential mortgage market.<br>ISGN Solutions, Inc. was incorporated in Delaware, US in 1999 and has two 100% owned operating subsidiaries in the US.<br>ISGN Solutions, Inc. provides following outsourced services: <ul style="list-style-type: none"> <li>• Mortgage Processing outsourcing</li> <li>• Mortgage Servicing outsourcing</li> <li>• Title and Settlement Services</li> <li>• Valuation Services</li> </ul> |

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|  |  | ISGN Solutions, Inc. has offices in PalmBay, FL USA, Rocky Hill, CT USA and Bangalore, India and over 700 employees<br>Revenues for last 3 years: CY2012 \$60.7 Mn, CY2013 \$55.3 Mn and CY2014 \$25.9 Mn |
|--|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

You are requested to kindly consider this note as disclosure under Para A of Part A of Schedule III read with Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and take the same on record.

Thanking you,  
**For Firstsource Solutions Limited**



**Sanjay Gupta**  
**SVP-Corporate Affairs & Company Secretary**