

# Rathi & Associates

## COMPANY SECRETARIES

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13<sup>th</sup> January, 2020

The Chairman  
**FIRST SOURCE SOLUTIONS LIMITED**  
5<sup>th</sup> Floor, Paradigm, B wing,  
MindSpace, Link Road,  
Malad (West),  
Mumbai – 400 064

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014**

First Source Solutions Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on 6<sup>th</sup> November, 2019, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot in connection with voting on resolution vide the Postal Ballot Notice dated 6<sup>th</sup> November, 2019 is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Postal Ballot Notice dated 6<sup>th</sup> November 2019 and Explanatory Statement thereto under Section 102 of the Act along with postal ballot form and self-addressed postage pre-paid envelope returnable to the Scrutinizer were sent to the shareholders by courier, speed post and other permissible means, for seeking approval of members in respect of the Special Resolution for regularizing the appointment of Mr. Vipul Khanna (DIN:00889710) as the Director of the Company and for his appointment as the Managing Director & CEO of the Company, not liable to retire by rotation, for a period of five (5) years effective from 2<sup>nd</sup> August 2019 on the terms and conditions including remuneration payable to him as set out in the resolution proposed for seeking approval of the Shareholders.



The Company also provided the remote e-Voting facility to the Shareholders of the Company as offered by Central Depository Services (India) Limited ("CDSL") as required under Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Shareholders were required to complete the postal ballot form and return the same in self-addressed postage pre-paid envelope addressed to Scrutinizer so as to reach not later than 5.00 p.m. on Saturday, 11<sup>th</sup> January, 2020 or cast their votes through remote e-Voting not later than 5.00 p.m. on Saturday, 11<sup>th</sup> January, 2020. Accordingly, the Postal Ballot Forms received and e-votes cast up to 5.00 p.m. on Saturday, 11<sup>th</sup> January, 2020 have been considered for my scrutiny. As required under Rule 22(10) of the Companies (Management and Administration) Rules, 2014, a register was maintained and particulars of all postal ballot forms received from the shareholders have been recorded therein.

A summary of the Postal Ballot forms received and remote e-Voting confirmations with their pattern of voting is as per **Annexure** annexed to this Report.

The results of the voting by shareholders through Postal Ballots and remote e-Voting in respect of the Resolution specified above, may accordingly be declared by the Chairman or such other person as may be authorized by the Board in this regard.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES  
COMPANY SECRETARIES**



**JAYESH SHAH  
PARTNER  
MEM NO.FCS 5637  
COP NO. 2535**



## Annexure

Special Resolution for regularization of appointment of Mr. Vipul Khanna (DIN: 00889710) as the Director of the Company and for his appointment as the Managing Director and CEO of the Company for a period of five years effective from 2<sup>nd</sup> August, 2019, not liable to retire by rotation, on the terms and conditions including remuneration payable to him as set out in the resolution proposed for seeking approval of the Shareholders

The summary of the Postal Ballot Forms (PBF) and remote e-Voting confirmations received is given below:

Sr. No.	Particulars	No. of Ballots / Remote e-Voting confirmations	No. of Shares voted
a.	Postal Ballot forms received	157	3,54,421
b.	Remote e-voting confirmations received*	237	47,33,75,785
	<b>Total</b>	<b>394</b>	<b>47,37,30,206</b>
c.	Less: Invalid Postal Ballot Forms/ Remote e-voting confirmations	21	1,62,560
d.	<b>Net Valid Postal Ballot Forms / Remote e-voting confirmations</b>	<b>373</b>	<b>47,35,67,646</b>
(i)	Postal Ballot Forms / Remote e-voting confirmations with assent for the Resolution	285	44,03,73,045
	<b>% of Assent</b>		<b>92.99</b>
(ii)	Postal Ballot Forms / Remote e-voting confirmations with dissent for the Resolution	88	3,31,94,601
	<b>% of Dissent</b>		<b>7.01</b>

\*One of the shareholders holding Equity Shares in the Company has voted part of its voting in Favour of the Resolution and part of its voting Against the Resolution. Thus, the number of e-voting confirmation received has been increased by 1.

