



**RP-Sanjiv Goenka  
Group**

Growing Legacies



28<sup>th</sup> May, 2019

To,

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

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

**Bombay Stock Exchange Limited  
(Scrip Code: 532809)**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Madam/ Sir,

**Sub: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup>  
March, 2019**

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 please find enclosed the Annual Secretarial Compliance Report of the Company for the financial year 31<sup>st</sup> March, 2019 issued by V Joglekar & Associates, Practicing Company Secretaries.

You are requested to kindly take the above on record.

Thanking you,

For **Firstsource Solutions Limited**

  
  
**Roopa Nambiar**

**Company Secretary & Compliance Officer**

Encl. A/a

**FIRSTSOURCE SOLUTIONS LTD.,**

Paradigm B, 5th Floor, Mindspace, New Link Road, Malad (W), Mumbai - 400 064, India.  
Tel: +91 22 6666 0888 | Fax: +91 22 6666 0887 | Web: www.firstsource.com

(CIN: L64202MH2001PLC134147)



📍 : 103, Avanish Heights, Plot No. 13, Saraswati Baug,  
Jogeshwari (East), Mumbai - 400 060.  
✉ : vjassociates@gmail.com / Vidya.Joglekar@vja-online.com  
🌐 : www.vja-online.com ☎ : 902 902 4433

May 27, 2019

To  
The Board of Directors  
**Firstsource Solutions Limited**  
**CIN: L64202MH2001PLC134147**  
Paradigm B, 5th Floor, Mindspace,  
New Link Road, Malad (W), Mumbai 400 064, India

Dear Sir,  
Sub: Annual Secretarial Compliance Report for the Financial year 2018-19

We have been engaged by Firstsource Solutions Limited (hereinafter referred to as the Company) bearing CIN:L64202MH2001PLC134147 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct a check in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMDI/27/2019 DATED 08TH February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our review was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

For V Joglekar & Associates

  
Vidya Joglekar  
Practicing Company Secretary  
FCS No.: 7401  
C P No.:5172  
Place: Mumbai  
Date: May 27, 2019  
Place : Mumbai







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**Secretarial compliance report of  
Firstsource Solutions Limited  
for the year ended March 31,2019**

We, V Joglekar & Associates, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Firstsource Solutions Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31,2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the listed entity during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;





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- (h) Securities and Exchange Board of India (Prohibition of Insider trading) Regulations, 2015;  
(i) circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, as applicable, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL	NIL	NIL	NIL







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- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity	Comments of the Practicing Company Secretary on the actions taken by the listed entity
		Not Applicable		

For V Joglekar & Associates

  
Vidya Joglekar  
Practicing Company Secretary  
FCS No.: 7401  
C P No.:5172



Place: Mumbai  
Date: May 27, 2019