

26th May 2020

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

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

Dear Madam/ Sir,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2020

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 please find enclosed the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2020 issued by Rathi & Associates, Practicing Company Secretaries.

We request you to take the above on record.

Thanking you,

For **Firstsource Solutions Limited**

Pooja 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

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

ANNUAL SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

of

Firstsource Solutions Limited ('the Company') **for the year ended 31st March, 2020**

We have been appointed by the Company to submit the Annual Secretarial Compliance Report Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31st March 2020.

We have examined:

- (a) the documents and records made available to us and explanation provided by the Company and its officers;
- (a) the filings/ submissions made by the Company to the BSE Limited and the National Stock Exchange of India Limited, from time to time;
- (b) website of the Company; and
- (c) such other documents and filings made by the Company which has been relied upon to make this certification.

for the year ended 31st March, 2020 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, includes:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the Reporting Period:-

- a. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

and circulars/ guidelines issued thereunder by the concerned authority from time to time.

We hereby report that, during the Reporting Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.
- 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) There were no 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.
- d) The Listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2019	Actions taken by Listed entity, if any	Comments of Practising Company Secretary on the action taken by the Listed entity
	Not Applicable			

- e) The listed entity has complied with the provisions of SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 in respect of appointment of Auditor, to the extent applicable.

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**

HIMANSHU
SHANTILAL
KAMDAR

Digitally signed by HIMANSHU SHANTILAL KAMDAR
DN: cn=HIMANSHU SHANTILAL KAMDAR,
c=IN, o=RATHI & ASSOCIATES, ou=INDIA
SerialNumber=1522442420770e173a20201
#1.2.840.113549.1.1.1

**HIMANSHU S. KAMDAR
PARTNER**

M. NO. FCS 5171

COP NO. 3030

UDIN: F005171B000271943

Date: May 22, 2020

Place: Mumbai