

## Notice

**NOTICE** is hereby given that the 23<sup>rd</sup> Annual General Meeting (AGM) of the Members of Firstsource Solutions Limited will be held on Tuesday, July 30, 2024 at 10.00 a.m. Indian Standard Time ("IST"), through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") Facility to transact the following business/(es):

### Ordinary business:

1. To consider and adopt:
  - a) the audited financial statements of the Company for the financial year ended March 31, 2024 along with the reports of the Board of Directors and the Auditors thereon; and
  - b) the audited consolidated financial statement of the Company and its subsidiaries for the financial year ended March 31, 2024 along with the report of the Auditors thereon.
2. To confirm the payment of Interim Dividend @ 35% (i.e. ₹3.50 per share) on Equity Shares of Rs. 10/- each, already paid for the financial year ending March 31, 2024.
3. To appoint a Director in place of Mr Subrata Talukdar (DIN 01794978), who retires by rotation and being eligible, offers himself for re-appointment.

### Special business:

#### 4. Continuation of Appointment of Dr Sanjiv Goenka (DIN 00074796) as Non-Executive, Non-Independent Director of the Company:

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the SEBI Listing Regulations') (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force), the Articles of Association of the Company, and basis the approvals and recommendations of the Nomination and Remuneration Committee and that of the Board of Directors, (hereinafter referred to as the "the Board" which term shall include any Committee of the Board), consent of the Members be and is hereby accorded for continuation of appointment of Dr Sanjiv Goenka (DIN 00074796) as a Director (designated as Non-Executive, Non-Independent Director) of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, things

and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 5. Appointment of Dr Rajiv Kumar (DIN 02385076) as an Independent Director of the Company:

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, the Articles of Association of the Company and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification/(s) or re-enactment/(s) thereof, for the time being in force) and basis the approvals and recommendations of the Nomination and Remuneration Committee and that of the Board of Directors, (hereinafter referred to as the "the Board" which term shall include any Committee of the Board), Dr Rajiv Kumar (DIN 02385076) who was appointed as an Additional Director of the Company by the Board w.e.f. May 03, 2024, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as a Director of the Company and as an Independent Director, not liable to retire by rotation, on the Board for a term of three (3) consecutive years upto May 02, 2027.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 6. Appointment/ Continuation of Mr Pradip Kumar Khaitan (DIN 00004821), as a Director of the Company:

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution:**



**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modification(s) thereof), for the time being in force, and basis the approvals and recommendations of the Nomination and Remuneration Committee and that of the Board of Directors, approval of members of the Company be and is hereby accorded for continuation of Mr. Pradip Kumar Khaitan (DIN 00004821) in the capacity of a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

**Firstsource Solutions Limited**  
CIN: L64202MH2001PLC134147

**Pooja Nambiar**  
Company Secretary  
FCS No.: 10710

**Registered Office:**  
5<sup>th</sup> Floor, Paradigm 'B' Wing,  
MindSpace, Link Road,  
Malad - (West), Mumbai - 400 064, India  
Tel : +91-22-66660888  
Fax: +91-22-66660887  
<https://www.firstsource.com/>  
Email: [complianceofficer@firstsource.com](mailto:complianceofficer@firstsource.com)

May 03, 2024

## Notice

### NOTES:

- The Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 20/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the forthcoming AGM is being held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 23<sup>rd</sup> AGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, December 08, 2021, December 14, 2021, May 05, 2022 December 28, 2022 and September 25, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 23<sup>rd</sup> AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the 23<sup>rd</sup> AGM will be provided by CDSL.
- The Members can join the 23<sup>rd</sup> AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 23<sup>rd</sup> AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 23<sup>rd</sup> AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the 23<sup>rd</sup> AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast

vote for the members is not available for this 23<sup>rd</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the 23<sup>rd</sup> AGM through VC/OAVM and cast their votes through e-voting.

- In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the 23<sup>rd</sup> AGM has been uploaded on the website of the Company at <https://www.firstsource.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The 23<sup>rd</sup> AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- The 23<sup>rd</sup> AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- In continuation of this MCA's General Circular No. 20/2020, dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 after due examination, it has been decided to allow companies whose AGMs are due in the year 2024, to conduct their AGMs on or before September 30, 2024 in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020.

### Note for mutual funds/asset management companies:

Pursuant to SEBI circular SEBI/HO/IMD/DF4/CIR/P/2021/29 dated March 05, 2021, it is mandated that Mutual Funds/ Asset Management Companies (AMCs) have to compulsorily cast their votes by exercising their voting rights in respect of their investments held in various companies through various Schemes, including passive investment schemes like Index Funds, Exchange Traded Funds etc., in respect of following resolutions with effect from April 01, 2021:

- Corporate governance matters, including changes in the state of incorporation, merger and other corporate restructuring and antitakeover provisions;
- Changes to capital structure, including increases and decreases of capital and preferred stock issuances;
- Stock option plans and other management compensation issues;
- Social and corporate responsibility issues;



- Appointment and Removal of Directors;
- Any other issue that may affect the interest of the shareholders in general and interest of the unit-holders in particular;
- Related party transactions of the investee companies (excluding own group companies).

Further, SEBI vide its circular SEBI/HO/IMD/DF4/CIR/P/2021/29 dated March 05, 2021 has asked Mutual Funds/AMCs to compulsorily vote on above mentioned resolutions with effect from April 01, 2021 and on all other resolutions with effect from April 01, 2022 on all resolutions.

Further, please note for whatever Resolutions mentioned in the Notice, Mutual Funds/AMCs are planning to vote, they should go through the relevant Resolution and statement pursuant to the provisions of Section 102 of the Act in detail and then take informed decision for voting.

### The intructions of shareholders for e-voting and joining virtual meetings are as under:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- The voting period begins on Thursday, July 25, 2024 at 9.00 a.m. and ends on Monday, July 29, 2024 at 5.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option.

dematerialized form, as on the cut-off date Tuesday, July 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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Type of shareholders	Login Method
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> . 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or at toll free no.: 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode:

- (v) Login method for e-voting and joining virtual meeting for Physical shareholders other than individual shareholders holding in Demat:
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on "Shareholders" module.
  - Now enter your User ID.
    - For CDSL: 16 digits beneficiary ID.
    - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
    - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.



- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/ mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id/ folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN - 240625017.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" as desired. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module;
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on;
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping;
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same; and
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address [viz: scrutinisers@mmjc.in](mailto:viz:scrutinisers@mmjc.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:**

- The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

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4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 48 hours prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [fsl@3i-infotech.com](mailto:fsl@3i-infotech.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 48 hours prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [fsl@3i-infotech.com](mailto:fsl@3i-infotech.com). Queries raised will be suitably replied via email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### Process for those shareholders whose email/mobile no. are not registered with the company/depositories:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [fsl@3i-infotech.com](mailto:fsl@3i-infotech.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective

Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

### Other Guidelines for Members:

- a. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of Tuesday, July 23, 2024.
- b. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 23<sup>rd</sup> AGM by email and holds shares as on the cut-off date i.e. Tuesday, July 23, 2024, may obtain the User ID and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evotingindia.com](http://www.evotingindia.com).
- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the meeting.
- d. Mr Omkar Dindorkar (Membership No. A43029), failing him Mr Saurabh Agarwal (Membership No. F9290), Designated Partners of M/s MMJB & Associates LLP, Practising Company Secretaries (email: [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in)), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
- e. During the 23<sup>rd</sup> AGM of the Company, the Chairman shall propose to the Members who have not cast their votes through the remote e-voting process and are participating in the Meeting through VC/OAVM facility, to vote on the resolutions as set out in the Notice of the 23<sup>rd</sup> AGM of the Company.



- f. The Scrutinizer shall after the conclusion of e-voting at the 23<sup>rd</sup> AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favor or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith. The result of e-voting will be declared within two working days of the conclusion of the 23<sup>rd</sup> AGM.
- g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.firstsource.com/>, the websites of NSE at [www.nseindia.com](http://www.nseindia.com) and BSE at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com), immediately after the declaration of Results by the Chairman or a person authorized by him. The result will simultaneously be communicated to the Stock Exchanges.
- h. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 23<sup>rd</sup> AGM and the Annual Report for the financial year ended March 31, 2024 including therein the Audited Financial Statements for the financial year ended March 31, 2024 are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 23<sup>rd</sup> AGM and the Annual Report for the financial year ended March 31, 2024 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
  - (i). For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to Registrar & Share Transfer Agents at [fsl@3i-infotech.com](mailto:fsl@3i-infotech.com).
  - (ii). For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
- i. The Notice of the 23<sup>rd</sup> AGM and the Annual Report for the financial year ended March 31, 2024 including therein the Audited Financial Statements for the financial year ended March 31, 2024 will be available on the website of the Company at <https://www.firstsource.com/> and the websites of NSE at [www.nseindia.com](http://www.nseindia.com) and BSE at [www.bseindia.com](http://www.bseindia.com). The Notice of 23<sup>rd</sup> AGM will also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- j. Corporate members intending to send their authorized representatives to attend the 23<sup>rd</sup> AGM are requested to send a certified true copy of the appropriate resolution/authority, as applicable, authorising their representatives to attend and vote on their behalf at the AGM.
- k. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 24, 2024 to Tuesday, July 30, 2024 (both days inclusive) for the purpose of the AGM.
  - l. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, 3i Infotech Limited for assistance in this regard.
  - m. Members whose shareholding is in electronic mode are requested to direct change of address notification and updates of bank account details to their respective depository participant/(s). Members are requested to utilize the Electronic Clearing System (ECS) for receiving dividends.
  - n. Members are requested to address all correspondence, including on matters relating to dividends, to the Registrar and Share Transfer Agents, 3i Infotech Limited Tower #5, 3<sup>rd</sup> to 6<sup>th</sup> Floor, International Infotech Park, Vashi, Navi Mumbai – 400 703 or can email at [fsl@3i-infotech.com](mailto:fsl@3i-infotech.com).
  - o. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent as mentioned above. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF).
  - p. The Statement pursuant to Section 102(1) of the Act in respect of the Special businesses under the Notice is annexed hereto. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members. Members seeking to inspect such documents can send an email to [fsl@3i-infotech.com](mailto:fsl@3i-infotech.com). The Board of Directors of the Company at its meeting held on May 03, 2024 considered that the special business under Item No. 4, 5 and 6, will be transacted at the 23<sup>rd</sup> AGM of the Company.

## Notice

- q. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- r. Members holding shares in electronic (dematerialised) form are advised to send the request/(s) for change pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Mandates, Nomination, Power of Attorney, Change of Address, Change of Name, Email Address, Contact Numbers etc. to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and its Transfer Agents to provide efficient and better services. The Company or its Registrars cannot act on any such requests received directly from the members holding shares in electronic form.
- s. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account/ (s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
- t. Pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information/ brief profiles about the Directors proposed to be appointed/ re-appointed at the AGM are given in the Annexure to this Notice.
- u. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company at least 7 days before the AGM to enable the Company to keep the information ready at the AGM.

### Statement pursuant to the provisions of section 102 of the companies act, 2013

#### Item No. 4

The Members may note that pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 01, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every 5 (five) years from the date of their appointment or reappointment, as the case may be.

Further, the continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for a period of last 5 (five) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Dr Sanjiv Goenka (DIN 00074796) was appointed as the Director of the Company w.e.f. December 03, 2012 not liable to retire by rotation and presently he is the Chairman of the Board of the Company.

Accordingly, Dr Sanjiv Goenka's (DIN 00074796) continuation as a Director is subject to the approval of the members of the Company.

Members may note that Dr Sanjiv Goenka, has played a pivotal role as the Chairman and Board Member of Company.

Dr Sanjiv Goenka's brief profile is given below:

Dr Sanjiv Goenka is the Chairman of the 7 billion dollar RP Sanjiv Goenka Group. The Group has 50,000 employees worldwide and more than one million shareholders.

Dr Goenka was the youngest ever President of the Confederation of Indian Industry (CII) as also the youngest ever President of the Indian Chamber of Commerce (ICC). He was the former President of the All India Management Association (AIMA).

Dr Goenka has served as the Chairman of the prestigious Board of Governors of the Indian Institute of Technology, Kharagpur (IIT-KGP) for a record four terms and also was the Chairman of the Board of Governors of Indian Institute of Technology, Gandhinagar (IIT-GN). He is the Chairman of the reputed International Management Institute (IMI) of Delhi, Kolkata and Bhubaneswar.

Dr Goenka has consistently been ranked in the top 25 in India Today's list of 50 Most Powerful People in India over the last seven years.

The Board believes that his continuation and guidance on the Board will significantly contribute to Company's growth and long-term value creation.

In view of the above and after careful consideration of his performance over the past years and on recommendation of the Nomination and Remuneration Committee, the Board, subject to approval of the Members, approved the continuation of Dr Sanjiv Goenka as Non-Executive and Non-Independent Director not be liable to retire by rotation.

Dr Sanjiv Goenka may be deemed to be concerned or interested in the resolution under Item No. 4 of the accompanying Notice in respect of his aforesaid appointment.

Except Mr. Shashwat Goenka, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the said Resolution in the accompanying Notice.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) is provided under Annexure-I attached to this Notice.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience of Dr Sanjiv Goenka, the members are requested to approve the



continuation of appointment of Dr Sanjiv Goenka as an Non-Executive, Non-Independent Director.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the Members.

#### Item No. 5

The Board, based on the recommendations of the Nomination and Remuneration Committee ("NRC"), at its meeting held on May 03, 2024 had appointed Dr Rajiv Kumar (DIN: 02385076) as an Additional Director of the Company (in the capacity of Independent Director) for a term of three (3) consecutive years with effect from May 03, 2024 till May 02, 2027, not liable to retire by rotation, subject to approval of the Shareholders.

The Company has received, inter alia, the following consents, declarations and confirmations from Dr Rajiv Kumar with regard to the proposed appointment:

- Consent to act as Director of the Company in terms of Section 152 of the Act and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act;
- Declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority;
- Declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company; and
- Confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Considering the qualifications, positive attributes, experience, expertise and independence of Dr Rajiv Kumar, the Board and its Nomination and Remuneration Committee have recommended his appointment as an Independent Director, not liable to retire by rotation, for a term of three (3) consecutive years up to May 02, 2027 in terms of the provisions of the Act. Further, in terms of Section 149(13) of the Act, an Independent Directors so appointed shall not be liable to retire by rotation under Section 152 of the Act.

Dr Rajiv Kumar's brief profile is given below:

Dr Rajiv Kumar is the Chairman of Pahle India Foundation, a non-profit making research think tank. He is the former Vice Chairman of NITI Aayog. He is currently Member Global Leadership Council, GASP, New York. He is also a Director on Parley India Foundation. He also serves as the Chancellor of Gokhale Institute of Politics and Economics, Pune and Chairman of the Board of Governors of the Giri Institute of Development Studies, Lucknow.

He has wide experience of having worked in academia, government, industry as well as in multilateral institutions. He started his academic career in Indian Council for Research on International Economic Relations (ICRIER) as a Researcher during 1977-1982. He later became the Director & CEO of ICRIER between 2006 and 2011. He was a Professor at the Indian Institute of Foreign Trade (IIFT) and a Senior Fellow at the Centre for Policy Research (CPR), Delhi.

He also acted as Economic Advisor with Department of Economic Affairs (DEA), Ministry of Finance (1991-1995) and Senior Consultant at the Bureau of Industrial Costs and Prices(BICP), Ministry of Industry (1989-1991).

His experience in the multilateral financial institutions was with Asian Development Bank(ADB), Manila, where he spent 10 years before returning to India in 2004. He was also the Chief Economist of the Confederation of Indian Industries (CII) during 2004-2006 and Secretary General of Federation of Indian Chambers of Commerce and Industry (FICCI) during 2011-2013. He served on the Central Boards of State Bank of India for two terms and was also on the Central Board of Reserve Bank of India (RBI).

Dr Rajiv Kumar has a Ph.D in Economics from Lucknow University and a D.Phil from Oxford University.

The NRC had evaluated the balance of skills, knowledge and experience on Board for the said position. Based on the said attributes, the NRC recommended candidature of Dr Rajiv Kumar.

The Board of Directors of the Company are confident that Dr Rajiv Kumar with his wide experience of having worked in academia, government, industry as well as in multilateral institutions, will add significant value to the Board.

In line with the Company's remuneration policy for Independent Directors, Dr Rajiv Kumar will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, re-imbursement of expenses for participation in the Board/Committee meetings.

Copy of the letter of appointment of Dr Rajiv Kumar, setting out the terms and conditions of appointment as an Independent Director is available for inspection by members electronically.

In the opinion of the Board, Dr Rajiv Kumar fulfils the conditions of Independence as specified in the Act and the SEBI Listing Regulations for his proposed appointment as an Independent Director and is independent of the Management.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Dr Rajiv Kumar as an Independent Director of the Company.

Dr Rajiv Kumar may be deemed to be concerned or interested in the resolution under Item No. 5 of the accompanying Notice in respect of his aforesaid appointment.

## Notice

None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the said Resolution in the accompanying Notice.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) is provided under Annexure-I attached to this Notice.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience of Dr Rajiv Kumar, the Shareholders are requested to approve the appointment of Dr Rajiv Kumar as an Independent Director for a term of three (3) consecutive years with effect from May 03, 2024.

The Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval of the Members.

### Item No. 6

Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, inter-alia provides that a listed company shall not appoint a person or continue the directorship of any person aged 75 years or more as a Non-Executive Director unless a special resolution is passed to that effect.

Mr Pradip Kumar Khaitan (DIN 00004821), aged 83 years, is a B.Com, LL.B. and Attorney-at-law (Bell Chambers Gold Medallist). He has professional Affiliations with Bar Council of India, Bar Council of West Bengal, Indian Council

of Arbitration, New Delhi and Incorporated Law Society of Calcutta. Mr Khaitan is the Senior Partner of Khaitan & Co. and is widely regarded as amongst the most influential legal practitioners in India. With over 50 years of experience, Mr Khaitan has advised on a wide range of transactions.

Mr Khaitan's practice includes advising domestic business houses and International Corporations on all aspects of commercial and corporate laws, taxation, joint ventures, mergers & demergers, corporate governance and restructuring. He regularly advises on strategic decisions and sensitive commercial and legal issues.

The Board of Directors of the Company are confident that Mr Pradip Kumar Khaitan with his over 50 years of experience and being most influential legal practitioners in India, will add significant value to the Board.

The Board and its Nomination and Remuneration Committee have recommended continuation of Mr Pradip Kumar Khaitan as a Non-Executive, Non-Independent Director of the Company.

Mr Pradip Kumar Khaitan may be deemed to be concerned or interested in the resolution under Item No. 6 of the accompanying Notice in respect of his aforesaid appointment.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the said Resolution in the accompanying Notice.

The Board recommends the Special Resolution as set out at Item No. 6 of the Notice for approval of the Members.

By Order of the Board of Directors

**Pooja Nambiar**  
Company Secretary  
FCS No.: 10710

**Firstsource Solutions Limited**  
CIN: L64202MH2001PLC134147

#### Registered Office:

5<sup>th</sup> Floor, Paradigm 'B' Wing,  
MindSpace, Link Road,  
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Tel : +91-22-66660888  
Fax: +91-22-66660887  
<https://www.firstsource.com/>  
Email: [complianceofficer@firstsource.com](mailto:complianceofficer@firstsource.com)

May 03, 2024



## Annexure to the Notice

### DETAILS OF THE DIRECTORS PROPOSED TO BE APPOINTED/ REAPPOINTED AS DIRECTOR AT THE ENSUING ANNUAL GENERAL MEETING

#### Mr Subrata Talukdar

Mr Subrata Talukdar (DIN 01794978), 66 years, is a commerce graduate and an alumnus of The Chartered Accountants of India and Kellogg School of Management, USA Mr Talukdar began his career at the Indian arm of Coopers Lybrand, before switching over to the manufacturing sector handling the finance portfolio.

Mr Talukdar was the President & CFO of Power Group of CESC Limited. He has been associated with the group for nearly four decades. Going beyond his core function of conventional finance, Mr Talukdar heads the Coal Mining, AFBC Power Plant and Power Trading business.

Mr Talukdar represents RPSG Ventures Limited, Promoter, on the Board of Directors of the Company. He is a Director on the Boards of various companies namely Dhariwal Infrastructure Limited, Crescent Power Limited, CESC Projects Limited, CESC Green Power Limited, Kolkata Games & Sports Private Limited, Rubberwood Sports Private Limited.

Brief Resume	As mentioned above
Age	66 years
DIN	01794978
Qualification	Chartered Accountant and an alumnus of the Kellogg School of Management, USA
Nature of expertise in specific functional areas	As mentioned in his profile
Justification of his appointment	Not Applicable
Inter-se relationships with directors and key managerial personnel	None
List of Directorships held in other companies including listed entities, if any	1. Dhariwal Infrastructure Limited 2. Crescent Power Limited 3. CESC Green Power Limited 4. CESC Project Limited 5. Kolkata Games and Sports Private Limited 6. Rubberwood Sports Private Limited
Chairmanship/ Membership of the Committees of Boards of other companies	<b>Crescent Power Limited:</b> Audit Committee, Member <b>Dhariwal Infrastructure Limited:</b> Corporate Social Responsibility Committee- Member
Shareholding in the Company including shareholding as a beneficial owner	Nil
Key terms and conditions of appointment	Not Applicable
Remuneration proposed to be paid	He will be paid sitting fee as per Nomination and Remuneration Policy of the Company read with the provisions of the Act.
Date of first appointment on Board	December 05, 2012
Details of remuneration last drawn	Sitting fees for attending Board Meetings and Committee Meetings where he is a member. The details of the sitting fees are given in the Corporate Governance Report
Number of Board meetings attended during FY 2023-24	3
Membership in Board Committees	1. Stakeholders Relationship Committee, Chairman 2. Audit Committee, Member 3. Nomination and Remuneration Committee, Member 4. Corporate Social Responsibility Committee, Member 4. Investment Committee, Member 5. Strategy Committee, Member
Listed Entities from which Mr Subrata Talukdar has resigned as Director in past 3 years	Surya Vidyut Limited

## Annexure to the Notice

## Dr Sanjiv Goenka

Brief Resume	As given in item no.4 of the explanatory statement.
Age	63 years
DIN	00074796
Qualification	Bachelor of Commerce (Hons.)
Nature of expertise in specific functional areas	As mentioned above at Item No. 4 in the Statement pursuant to the provisions of Section 102 of the Companies Act, 2013
Justification of his appointment	Refer Item No. 4 in the Statement pursuant to the provisions of Section 102 of the Companies Act, 2013
Inter-se relationships with directors and key managerial personnel	Mr Shashwat Goenka, Vice-Chairman is son of Dr Sanjiv Goenka, Chairman.
List of Directorships held in other companies including listed entities, if any	1. CESC Ltd. 2. Saregama India Limited 3. PCBL Limited 4. RPSG Ventures Limited 5. Spencer International Hotels Limited 6. Haldia Energy Limited 7. Spencer And Company Limited 8. ATK Mohun Bagan Private Limited
Chairmanship/ Membership of the Committees of Boards of other companies	<b>Saregama India Limited:</b> 1. Stakeholders Relationship Committee – Chairman <b>CESC Ltd:</b> 1. Audit Committee – Member 2. Stakeholders Relationship Committee – Chairman 3. Corporate Social Responsibility Committee – Chairman 4. Nomination and Remuneration Committee – Member <b>RPSG Ventures Limited:</b> 1. Audit Committee – Member 2. Nomination and Remuneration Committee - Member 3. Stakeholders Relationship Committee – Chairman
Shareholding in the Company including shareholding as a beneficial owner	Nil
Key terms and conditions of appointment	Continuation of appointment as the Non-Executive, Non-Independent Director pursuant to regulation 17(1D) of SEBI LODR Regulations 2015 [Refer Item No. 4 of the Notice and Explanatory Statement]
Remuneration proposed to be paid	He will be paid sitting fee as per Nomination and Remuneration Policy of the Company read with the provisions of the Act.
Date of first appointment on Board	December 03, 2012
Details of remuneration last drawn	Sitting fees for attending Board Meetings. The details of the sitting fees are given in the Corporate Governance Report.
Number of Board meetings attended during FY 2023-24	5
Membership in Board Committees	NIL
Listed Entities from which Dr Sanjiv Goenka has resigned as Director in past 3 years	Spencer's Retail Limited

## Dr Rajiv Kumar

Brief Resume	As given in item no. 5 of the explanatory statement.
Age	73 years
DIN	02385076
Qualification	Ph.D., Economics and D.Phil.
Nature of expertise in specific functional areas	As mentioned above at Item No. 5 in the Statement pursuant to the provisions of Section 102 of the Companies Act, 2013
Justification of his appointment	Refer Item No. 5 in the Statement pursuant to the provisions of Section 102 of the Companies Act, 2013
Inter-se relationships with directors and key managerial personnel	None
List of Directorships held in other companies including listed entities, if any	1. Pearl Global Industries Limited 2. Parley India Foundation 3. World Development Private Limited 4. DSP Trustee Private Limited
Chairmanship/ Membership of the Committees of Boards of other companies	Member of Risk Management Committee of DSP Trustee Private Limited
Shareholding in the Company including shareholding as a beneficial owner	Nil



Brief Resume	As given in item no. 5 of the explanatory statement.
Key terms and conditions of appointment	Appointment as an Independent Director for a period of three (3) years commencing from May 03, 2024 to May 02, 2027 [Refer Item No. 5 of the Notice and Explanatory Statement]
Remuneration proposed to be paid	He will be paid sitting fee as per Nomination and Remuneration Policy of the Company read with the provisions of the Act.
Date of first appointment on Board	May 03, 2024
Details of remuneration last drawn	Remuneration last drawn is Nil.
Number of Board meetings attended during FY 2023-24	NIL
Membership in Board Committees	NIL
Listed Entities from which Dr Rajiv Kumar has resigned as Director in past 3 years	NIL

## Mr Pradip Kumar Khaitan

Brief Resume	As given in item no. 6 of the explanatory statement.
Age	83 years
DIN	00004821
Qualification	B.Com, LL.B. and Attorney-at-law (Bell Chambers Gold Medalist)
Nature of expertise in specific functional areas	As mentioned above at Item No. 6 in the Statement pursuant to the provisions of Section 102 of the Companies Act, 2013
Justification of his appointment	Refer Item No. 6 in the Statement pursuant to the provisions of Section 102 of the Companies Act, 2013
Inter-se relationships with directors and key managerial personnel	None
List of Directorships held in other companies including listed entities, if any	1. CESC Ltd. 2. Electrosteel Castings Limited 3. India Glycols Limited 4. Woodlands Multispeciality Hospital Limited
Chairmanship/Membership of the Committees of Boards of other companies	<b>CESC Ltd:</b> 1. Nomination and Remuneration Committee, Member 2. Finance and Forex Committee, Member 3. Project Management Committee, Member 4. Risk Management Committee, Chairman 5. Strategic Committee, Chairman 6. Restructuring Committee, Member <b>Electrosteel Castings Limited</b> 1. Audit Committee, Member 2. Nomination and Remuneration Committee, Member 3. Corporate Social Responsibility Committee, Member <b>India Glycols Limited</b> 1. Audit Committee, Chairman 2. Stakeholders' Relationship Committee, Chairman 3. Nomination and Remuneration Committee, Chairman 4. Corporate Social Responsibility Committee, Member 5. Ethics Committee under Code of Conduct for Directors & Senior Management, Chairman 6. Risk Management Committee, Member 7. Committee of Directors, Member <b>Woodlands Multispecialty Hospital Limited</b> 1. Share Allotment Committee, Chairman
Shareholding in the Company including shareholding as a beneficial owner	Nil
Key terms and conditions of appointment	As per the details provided under the Resolution and Explanatory Statement
Remuneration proposed to be paid	He will be paid sitting fee as per Nomination and Remuneration Policy of the Company read with the provisions of the Act.
Date of first appointment on Board	November 14, 2014
Details of remuneration last drawn	Sitting fees for attending Board Meetings. The details of the sitting fees are given in the Corporate Governance Report.
Number of Board meetings attended during FY 2023-24	5
Membership in Board Committees	NIL
Listed Entities from which Mr Pradip Kumar Khaitan has resigned as Director in past 3 years*	1. Dalmia Bharat Limited 2. Graphite India Limited

\*Retirement on completion of existing term in both the Companies