



XSL/SE/2020-21/26

September 24, 2020

The Secretary
Listing Department
BSE Limited
PJ Towers,
Dalal Street,
Mumbai - 400 001
Script Code: 532616

The Secretary
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra Kurla
Complex, Bandra (East), Mumbai 400 051
Script Code: XCHANGING

Sub: Details of Voting Results through Remote e-Voting and e-Voting at the AGM under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”) along with Consolidated Scrutinizer's Report

**Xchanging Solutions Limited, a DXC
Technology Company**

CIN: L72200KA2002PLC030072
Registered Office: Kalyani Tech Park - Survey
No 1, 6 & 24, Kundanhalli Village, K R Puram
Hobli, Bangalore - 560066, Karnataka, India
T +91.(0)80.43640000
www.dxc.technology

Dear Sir(s),

This is to inform that the 19th Annual General Meeting (**AGM**) of the Company was held on Wednesday, September 23, 2020 at 10.00 A.M. (IST) and concluded at 10.40 A.M. (IST) through Video Conferencing (**VC**) / Other Audio Visual Means (**OAVM**) facility.

The details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, is enclosed herewith in the prescribed format as **Annexure – 1**.

We are also enclosing the Consolidated Report of the Scrutinizer on Remote e-Voting and e-Voting at the AGM annexed here as **Annexure – 2**.

The voting results and the Consolidated Report of the Scrutinizer are also being uploaded on the Company's website at <http://www.xchanging.com/investor-relations/xsl-content> and on the website of KFin Technologies Private Limited at <https://evoting.karvy.com>.

This is for your information and records.

Thanking You,

Yours Sincerely,
For Xchanging Solutions Limited

Aruna Mohandoss
Company Secretary
Membership No: - A24023

Address: Kalyani Tech Park - Survey No 1, 6 & 24,
Kundanhalli Village, K R Puram Hobli,
Bangalore - 560066, Karnataka, India

Encl: As above



Annexure – 1

[A] DETAILS OF THE PROCEEDINGS OF THE MEETING

S. No	Particulars	Details
1	Date of AGM	Wednesday, September 23, 2020
2	Total No. of Shareholders as on Cut-off Date i.e. Wednesday, September 16, 2020 for voting purpose	17500
3	No. of Shareholders present in the AGM either in person or through proxy (a) Promoter and Promoter Group(s) : (b) Public :	Not Applicable
4	Total No. of shareholders attended the AGM through Video Conferencing and other Audio-Visual Means facility: (a) Promoter and Promoter Group(s) : (b) Public :	3 58

[B] RESULTS OF THE MEETING

S. No.	Agenda	Type of Resolution (<i>Ordinary/ Special</i>)	Mode of Voting	Remarks
1	To receive, consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and b. (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
2	To appoint a Director in place of Mrs. Gidugu Kalpana Tataavarti (DIN: 06644105), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority

[C] RESOLUTIONWISE DETAILS OF VOTING RESULTS: Details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations, as attached.

General Information about Company	
Company Name	XCHANGING SOLUTIONS LIMITED
NSE Scrip Code	XCHANGING
BSE Scrip Code	532616
Type of Meeting	Annual General Meeting
Date of Meeting	Wednesday, September 23, 2020
Start Time of Meeting	10.00 AM IST
End Time of Meeting	10.40 AM IST
ISIN	INE692G01013
Voting Results	
Record Date (i.e. Cut-Off Date)	Wednesday, September 16, 2020
Total No. of shareholders on Record Date	17500
Details of the Remote E-voting	Voting Start Date : Sunday, September 20, 2020 (9.00 A.M. IST); and Voting end Date : Tuesday, September 22, 2020 (5.00 P.M. IST)
No. of shareholders present in the meeting either in person or through proxy:	
a) Promoters and Promoter Group:	Not Applicable
b) Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:	
a) Promoters and Promoter Group:	3
b) Public:	58
No. of Resolution passed in the meeting	2

Resolution Details								
Resolution Number	1							
Resolution required: (Ordinary/Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Description of Resolution Concerned	<p>To receive, consider and adopt:</p> <p>(a) the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and</p> <p>(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.</p>							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,35,52,787	8,35,52,787	100	8,35,52,787	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public- Institutions	E-Voting	62,70,937	57,75,200	92.09	57,75,200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2,15,79,992	1,72,510	0.80	1,72,509	1	100	0
	Poll		25,282	0.12	1,077	24,205	4.26	95.74
	Postal Ballot (if applicable)		0	0	0	0	0	0
Total		11,14,03,716	8,95,25,779	80.36	8,95,01,573	24,206	99.97	0.03

Resolution Details								
Resolution Number	2							
Resolution required: (Ordinary/Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Description of Resolution Concerned	To appoint a Director in place of Mrs. Gidugu Kalpana Tatavarti (DIN: 06644105), who retires by rotation and being eligible, offers herself for re-appointment.							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	8,35,52,787	8,35,52,787	100	8,35,52,787	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public- Institutions	E-Voting	62,70,937	57,75,200	92.09	57,75,200	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2,15,79,992	1,72,510	0.80	1,72,509	1	100	0
	Poll		25,282	0.12	1,077	24,205	4.26	95.74
	Postal Ballot (if applicable)		0	0	0	0	0	0
Total		11,14,03,716	8,95,25,779	80.36	8,95,01,573	24,206	99.97	0.03



Date: September 24, 2020

SCRUTINIZER'S REPORT

To,

The Chairperson

Xchanging Solutions Limited

Kalyani Tech Park, Survey No 1, 6 & 24,
Kundanhalli Village, K R Puram, Hobli,
Bangalore – 560066, Karnataka

[CIN: L72200KA2002PLC030072]

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote e-Voting and e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 19th Annual General Meeting of Xchanging Solutions Limited for the Financial Year 2019-20, held on Wednesday, September 23, 2020 at 10:00 A.M. (IST) through Video Conferencing / Other Audio Visual Means

I, Ankush Agarwal, Practicing Company Secretary (C.P. No. 14486), had been appointed as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the Remote e-Voting and e-Voting process in respect of the below mentioned resolutions proposed at the 19th Annual General Meeting ("**AGM**") of Xchanging Solutions Limited ("**the Company**"), held on Wednesday, September 23, 2020 at 10:00 A.M. (IST) through Video Conferencing / Other Audio Visual Means ("**VC / OAVM**").

The Management of the Company is responsible to ensure the compliances of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of the AGM. My responsibilities as scrutinizer is restricted to make a Scrutinizer's Report of the e-votes cast 'For' or 'Against' the resolutions stated in the Notice.

Report on scrutiny:

1. The AGM Notice was circulated by the Company to the shareholders whose email addresses are registered with the Company/Depositories for convening of AGM of the Company on Wednesday, September 23, 2020 at 10:00 A.M. (IST) through VC / OAVM to transact the business, as set out in the AGM Notice, as stated above, in compliance with the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (collectively "**MCA Circulars**") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("**SEBI Circular**") permitting the Companies to hold General Meetings without the physical presence of Members at a common venue. The dispatch of the Notice of AGM through e-mails was completed on Saturday, August 29, 2020.



Ankush Agarwal & ASSOCIATES

Company Secretaries



+91 9990188243

+91 120-4132722



cs.ankushagarwal@gmail.com

ankush@forecoreprofessionals.com

- The Company had availed the Remote e-Voting and e-Voting Facility offered by M/s. KFin Technologies Private Limited ("**KFin Technologies**") for conducting Remote e-Voting / e-Voting by the Shareholders of the Company.
- The Remote e-Voting commenced from Sunday, September 20, 2020 at 9.00 A.M. (IST) and ended on Tuesday, September 22, 2020 at 5.00 P.M. (IST) and at the end of Remote e-Voting period, voting portal of service provider was blocked forthwith.
- Members who had not casted their vote by Remote e-Voting were allowed to do e-Voting at the AGM.
- The Equity Shareholders holding shares as on Cut-Off Date i.e. Wednesday, September 16, 2020, were entitled to vote on the resolutions stated in the Notice of the AGM of the Company.
- After the closure of e-Voting at the AGM, the report on voting done at the AGM and the votes cast under Remote e-Voting facility prior to the AGM were unblocked and were counted.
- I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the e-Voting System of KFin Technologies.
- I now submit my Consolidated Report as under on the result of the Remote e-Voting and e-Voting in respect of the following resolutions.

S. No.	Type of Resolution	Particulars
1	Ordinary Resolution	To receive, consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.
2	Ordinary Resolution	To appoint a Director in place of Mrs. Gidugu Kalpana Tatavarti (DIN: 06644105), who retires by rotation and being eligible, offers herself for re-appointment.



CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH REMOTE E-VOTING PRIOR AND E-VOTING DURING THE AGM IS AS UNDER:

ITEM NO. 1: ORDINARY RESOLUTION

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.

(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
29	8,95,01,573	99.97

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
6	24,206	0.03

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
0	N.A.

ITEM NO. 2: ORDINARY RESOLUTION

To appoint a Director in place of Mrs. Gidugu Kalpana Tatavarti (DIN: 06644105), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
29	8,95,01,573	99.97



Ankush Agarwal & ASSOCIATES

Company Secretaries



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ankush@forecoreprofessionals.com

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
6	24,206	0.03

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
0	N.A.

1. Based on the above voting, all resolutions carried on with requisite majority, accordingly I request the Chairman of the AGM to announce the results of the meeting.
2. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the Minutes of the AGM and the same shall be handed over thereafter to the Chairman.

Thanking you,

Your's Sincerely.

For **Ankush Agarwal & Associates,**
Company Secretaries,

Ankush Agarwal
Proprietor
Membership No: F9719
Certificate of Practice No: 14486



Countersigned by

Chairman

UDIN: F009719B000760579

Date: September 24, 2020

Place: Noida