



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, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block, Bandra Kurla  
Complex, Bandra (East), Mumbai 400 051  
Script Code: XCHANGING

**Sub:** Results of the 18<sup>th</sup> Annual General Meeting (AGM) under Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report under Rule 20 of Companies (Management and Administration) Rules, 2014

Dear Sir/ Madam

**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](http://www.dxc.technology)

We are pleased to inform you that the 18<sup>th</sup> Annual General Meeting (AGM) of XCHANGING SOLUTIONS LIMITED was held Tuesday, August 13, 2019 at Kalyani Tech Park - Survey No 1, 6 & 24, Kundanhalli Village, K R Puram Hobli, Bangalore - 560066, Karnataka, India. The meeting commenced at 10:00 a.m and concluded at 10:30 a.m.

We would like to inform you that all the business items/ resolutions as set out in the Notice convening the 18th AGM of the Company, have been transacted at the said AGM, as per the details given below:

<b>Ordinary Business</b>	
Item no. 1	To receive, consider and adopt audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
Total votes cast	83,553,458
Votes in favour	83,553,306
Votes against	152
Invalid votes	0
Result	The resolution was passed with requisite majority
Item no. 2	To appoint a director in place of Mrs. Gidugu Kalpana Tataavarti, who retires by rotation and being eligible, offers herself for re-appointment.
Total votes cast	83,553,458
Votes in favour	83,553,306
Votes against	152
Invalid votes	0
Result	The resolution was passed with requisite majority
Item no.3	To consider and approve re-appointment of Mr. Henry D'Souza as an Independent Director of the Company
Total votes cast	83,553,458
Votes in favour	83,553,305
Votes against	153
Invalid votes	0
Result	The resolution was passed with requisite majority



Item no.4	To consider and approve appointment of Mr. Venkatesh Venkatasubba Ramanandashastry Shastry (“Venkatesh Shastry”) as an Independent Director of the Company.
Total votes cast	83,553,458
Votes in favour	83,553,305
Votes against	153
Invalid votes	0
Result	The resolution was passed with requisite majority
Item no.5	To consider and approve appointment of Mrs. Nonavinakeri Srinivasaiyengar Rama (“Rama NS”) as an Independent Director of the Company.
Total votes cast	83,553,458
Votes in favour	83,553,305
Votes against	153
Invalid votes	0
Result	The resolution was passed with requisite majority

The Scrutinizer submitted its report on voting (including remote e-voting) today i.e. August 13, 2019, to the Company Secretary, authorised by Chairman of the Company and the results of the AGM is now declared.

Further, pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith voting results of the AGM along with consolidated report on remote e-voting and voting at the AGM as submitted by Mr. Ankush Agarwal, Scrutinizer, under Rule 20 of Companies (Management and Administration) Rules, 2014.

You are kindly requested to take the above information on record.

Thanking You,

Yours Sincerely,

**For Xchanging Solutions Limited**

*Mayank Jain*

**Mayank Jain**  
**Company Secretary**

**Membership No. A26620**

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

	XCHANGING SOLUTIONS LIMITED
Date of the AGM/EGM	13-08-2019
Total number of shareholders on record date	15075
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	35
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

For Xchanging Solutions Limited  
Magan Jain  
Company Secretary

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt audited Financial Statements Standalone and Consolidated of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	83,552,787	83,552,787	100.0000	83,552,787	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>83,552,787</b>	<b>100.0000</b>	<b>83,552,787</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	5,705,738	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	22,145,191	632	0.0029	480	152	75.9493	24.0506	0	0
	Poll		39	0.0002	39	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>671</b>	<b>0.0031</b>	<b>519</b>	<b>152</b>	<b>77.3472</b>	<b>22.6528</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>111,403,716</b>	<b>83,553,458</b>	<b>75.0006</b>	<b>83,553,306</b>	<b>152</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>	<b>0</b>

For Xchanging Solutions Limited  
 Mayank Jain  
 Company Secretary

Resolution No.	2										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a director in place of Mrs. Gidugu Kalpana Tatavarti, who retires by rotation and being eligible, offers herself for re-appointment.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	83,552,787	83,552,787	100.0000	83,552,787	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	<b>Total</b>		<b>83,552,787</b>	<b>100.0000</b>	<b>83,552,787</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	5,705,738	0	0.0000	0	0	0.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	22,145,191	632	0.0029	480	152	75.9493	24.0506	0	0	
	Poll		39	0.0002	39	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	<b>Total</b>		<b>671</b>	<b>0.0031</b>	<b>519</b>	<b>152</b>	<b>77.3472</b>	<b>22.6528</b>	<b>0.0002</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>111,403,716</b>	<b>83,553,458</b>	<b>75.0006</b>	<b>83,553,306</b>	<b>152</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>	<b>0</b>	

For Xchanging Solutions Limited  
 Mayank Jain  
 Company Secretary

Resolution No.	3									
Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve re-appointment of Mr. Henry D'Souza as an Independent Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	83,552,787	83,552,787	100.0000	83,552,787	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>83,552,787</b>	<b>100.0000</b>	<b>83,552,787</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	5,705,738	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Non Institutions	E-Voting	22,145,191	632	0.0029	479	153	75.7911	24.2088	0	0
	Poll		39	0.0002	39	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>671</b>	<b>0.0031</b>	<b>518</b>	<b>153</b>	<b>77.1982</b>	<b>22.8018</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>111,403,716</b>	<b>83,553,458</b>	<b>75.0006</b>	<b>83,553,305</b>	<b>153</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>	<b>0</b>

For Xchanging Solutions Limited

Moyan Jais  
Company Secretary



Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve appointment of Mr. Venkatesh Venkatasubba Ramanandashastry Shastry "Venkatesh Shastry as an Independent Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	83,552,787	83,552,787	100.0000	83,552,787	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		83,552,787	100.0000	83,552,787	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	5,705,738	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	22,145,191	632	0.0029	479	153	75.7911	24.2088	0	0
	Poll		39	0.0002	39	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		671	0.0031	518	153	77.1982	22.8018	0	0
Total		111,403,716	83,553,458	75.0006	83,553,305	153	99.9998	0.0002	0	0

For Xchanging Solutions Limited  
Magan Jais  
Company Secretary

Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve appointment of Mrs. Nonavinakeri Srinivasaiyengar Rama "Rama NS" as an Independent Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	83,552,787	83,552,787	100.0000	83,552,787	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>83,552,787</b>	<b>100.0000</b>	<b>83,552,787</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	5,705,738	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	22,145,191	632	0.0029	479	153	75.7911	24.2088	0	0
	Poll		39	0.0002	39	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>671</b>	<b>0.0031</b>	<b>518</b>	<b>153</b>	<b>77.1982</b>	<b>22.8018</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>111,403,716</b>	<b>83,553,458</b>	<b>75.0006</b>	<b>83,553,305</b>	<b>153</b>	<b>99.9998</b>	<b>0.0002</b>	<b>0</b>	<b>0</b>

For Xchanging Solutions Limited

Mayank Jain  
Company Secretary





# Ankush Agarwal & Associates

Company Secretaries

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+91-120-4132722



cs.ankushagarwal@gmail.com

ankush@forecoreprofessionals.com

To,

Date: 13<sup>th</sup> August 2019

**The Chairman,**

Xchanging Solutions Limited  
SJR I-Park, Plot No. 13, 14, 15,  
EPIP Industrial Area,  
Phase I, Whitefield, Bangalore 560 066

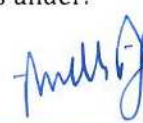

**Sub: Result of remote e-voting/poll w.r.t. 18<sup>th</sup> Annual General Meeting ('AGM') held on August 13, 2019.**

Dear Sir,

The synopsis of the poll taken on the resolutions at 18<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of Xchanging Solutions Limited ("XSL" / "The Company") held on Tuesday, August 13, 2019 at 10.00 A.M. at Kalyani Tech Park - Survey No 1, 6 & 24, Kundanhalli Village, K R Puram Hobli, Bangalore - 560066, is as under:

S. NO	PARTICULARS	DETAILS				
A	DATE OF AGM	13-08-2019				
B	BOOK CLOSURE DATE	07-08-2019 to 13-08-2019 (BOTH DAYS INCLUSIVE)				
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE (I.E. AUGUST 06, 2019 - CUT-OFF DATE FOR VOTING PURPOSE)	15075				
D	NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	37				
	<b>SHAREHOLDERS</b>	<b>PRESENT IN PERSON</b>	<b>PRESENT THROUGH PROXY</b>	<b>TOTAL</b>	<b>SHARES</b>	<b>% TO CAPITAL</b>
	PROMOTER AND PROMOTER GROUP(S)	2	0	2	25550000	22.93460
	PUBLIC	35	0	35	60	0.00005
	<b>TOTAL</b>	<b>37</b>	<b>0</b>	<b>37</b>	<b>25550060</b>	<b>22.93465</b>
E	NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING: <b>NO VIDEO CONFERENCING FACILITY WAS MADE AVAILABLE</b>					

Further, the synopsis of the remote e-voting exercised on the resolutions as per Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014, as amended, which was opened at 9:00 A.M. on August 10, 2019 and closed at 5:00 P.M. on August 12, 2019, is as under:



# Ankush Agarwal & Associates

Company Secretaries

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cs.ankushagarwal@gmail.com

ankush@forecoreprofessionals.com

S. NO.	PARTICULARS	DETAILS		
A	DATE OF AGM	13-08-2019		
B	REMOTE E-VOTING PERIOD	10-08-2019 (09.00 A.M. ONWARDS) to 12-08-2019 (UPTO 05.00 P.M.) (BOTH DAYS INCLUSIVE)		
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE (I.E. AUGUST 06, 2019 - CUT-OFF DATE FOR VOTING PURPOSE)	15075		
	<b>SHAREHOLDERS</b>	<b>VOTED (NO. OF PERSONS OPTED FOR E- VOTING)</b>	<b>VOTED (NO. OF SHARES REPRESENTED)</b>	<b>% TO CAPITAL</b>
	PROMOTER AND PROMOTER GROUP(S)	3	83552787	75
	PUBLIC	8	632	0.0006
	<b>TOTAL</b>	<b>11</b>	<b>83553419</b>	<b>75.0006</b>

The voting details in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with my report thereon are annexed herewith for your kind consideration and record.

Thanking you,

Yours Sincerely

Ankush Agarwal  
Scrutinizer  
Company Secretary in Practice  
Membership No.: F9719  
COP No.: 14486



Received  
For Xchanging Solutions Limited  
Mohan Jain  
Company Secretary  
Date - 13/08/2019

Date: August 13, 2019

Place: Bangalore

Enclosure(s):

1. Consolidated Result of Remote E-Voting and Voting by Poll as per **Annexure - 1**; and
2. Report of Scrutinizer as **Annexure - 2**





# Ankush Agarwal & Associates

Company Secretaries

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Annexure - 1

To,

Date: 13<sup>th</sup> August 2019

**The Chairman,**

Xchanging Solutions Limited

SJR I-Park, Plot No. 13, 14, 15,

EPIP Industrial Area,

Phase I, Whitefield, Bangalore 560 066

Dear Sir,

**SUBJECT: CONSOLIDATED RESULT OF REMOTE E-VOTING AND VOTING BY POLL**

**EIGHTEENTH ANNUAL GENERAL MEETING OF XCHANGING SOLUTIONS LIMITED (THE COMPANY) HELD ON 13<sup>TH</sup> AUGUST, 2019 ON TUESDAY AT 10.00 A.M. AT KALYANI TECH PARK - SURVEY NO 1, 6 & 24, KUNDANHALLI VILLAGE, K R PURAM HOBLI, BANGALORE - 560066**

I, Ankush Agarwal, Practicing Company Secretary, proprietor of Ankush Agarwal & Associates, has been appointed as Scrutinizer for the purpose of voting by electronic means and voting by poll to be carried out by the Company pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of resolutions mentioned below in the report, at Annual General Meeting of the Company ("AGM") held on August 13, 2019.

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 18<sup>th</sup> AGM. My responsibilities as scrutinizer is restricted to make a scrutinizer's report of the votes cast 'For' or 'Against' the resolutions stated in the Notice.

**Report on scrutiny:**

1. The Company has entered into an arrangement with Karvy Fintech Private Limited ("**Service Provider**") for providing facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting process.
2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was August 06, 2019.
3. In accordance with the Notice of the 18<sup>th</sup> AGM sent to the shareholders and the advertisement published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was opened at 09:00 A.M. on August 10, 2019 and closed at 05:00 P.M. on August 12, 2019.
4. The Equity Shareholders holding shares as on Tuesday, August 06, 2019, "Cut-off Date", were entitled to vote on the resolutions stated in the Notice of the 18<sup>th</sup> AGM of the Company.
5. At the end of remote e-voting period on Monday, August 12, 2019, at 5:00 PM, voting portal of service provider was blocked forthwith.






# Ankush Agarwal & Associates

Company Secretaries

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6. After declaration of voting by use of ballot by the Chairman at the AGM, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
7. The Ballot Box subsequently on close of the voting hours, was opened in my presence and two witnesses, , Mr. Chandrashekhar P., S/o. Shri G. Pullaiah, R/o. 45C, 1st Cross Gokul Building, Near Venugopaldaswamy Temple, Devasandra, Bangalore, Karnataka - 560 036 and Mr. Sankar V., S/o. Shri Venketesan, R/o. No. 346, Kovil Street, Kothur Post Machampattu, Vellore, Tamilnadu - 635 808, who are not the employees of the Company, and ballot received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the Scrutinizer. The ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agent ("RTA") of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicating voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who had voted on e-voting facility through service provider had been blocked and ballots duly numbered serially were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
8. There were 37 (Thirty Seven) members present at the AGM either in person or through proxy holding 2,55,50,060 Equity Shares of the Company (i.e. approx. 22.935% of total Issued and Paid Capital of the Company).
9. On Tuesday, August 13, 2019, after counting vote cast at the meeting, the votes cast through remote e-voting process were unblocked at around 11.30 A.M. in the presence of , Mr. Chandrashekhar P., S/o. Shri G. Pullaiah, R/o. 45C, 1st Cross Gokul Building, Near Venugopaldaswamy Temple, Devasandra, Bangalore, Karnataka - 560 036 and Mr. Sankar V., S/o. Shri Venketesan, R/o. No. 346, Kovil Street, Kothur Post Machampattu, Vellore, Tamilnadu - 635 808, who acted as witnesses.
10. There were Nil poll papers, which were incomplete and/or which were otherwise found defective.

**CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH ELECTRONIC MEANS AND VOTING BY POLL IS AS UNDER:**

**ITEM NO. 1: AS AN ORDINARY BUSINESS**

**TO RECEIVE, CONSIDER AND ADOPT AUDITED FINANCIAL STATEMENTS (STANDALONE AND CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON. (ORDINARY RESOLUTION)**

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
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*Ankush Agarwal*  
Ankush Agarwal & Associates  
CP No. 14486  
Company Secretaries





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Through voting by poll	32	39	100
Through remote e-voting	9	83553267	99.99982
<b>Total</b>	<b>41</b>	<b>83553306</b>	<b>99.99982</b>

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	0	0	NA
Through remote e-voting	2	152	0.00018
<b>Total</b>	<b>2</b>	<b>152</b>	<b>0.00018</b>

(iii) Votes invalid:

Mode of voting	Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Through voting by poll	0	NA
Through remote e-voting	0	NA
<b>Total</b>	<b>0</b>	<b>NA</b>

## ITEM NO. 2: AS AN ORDINARY BUSINESS

**TO CONSIDER AND APPROVE APPOINTMENT OF MRS. GIDUGU KALPANA TATAVARTI, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT (ORDINARY BUSINESS)**

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	32	39	100
Through remote e-voting	9	83553267	99.99982
<b>Total</b>	<b>41</b>	<b>83553306</b>	<b>99.99982</b>

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	0	0	NA
Through remote e-voting	2	152	0.00018
<b>Total</b>	<b>2</b>	<b>152</b>	<b>0.00018</b>



*Ankush Agarwal*



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(iii) Votes invalid:

Mode of voting	Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Through voting by poll	0	NA
Through remote e-voting	0	NA
<b>Total</b>	<b>0</b>	<b>NA</b>

## **ITEM NO. 3: AS A SPECIAL BUSINESS**

### **TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. HENRY D'SOUZA AS AN INDEPENDENT DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)**

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	32	39	100
Through remote e-voting	8	83553266	99.99982
<b>Total</b>	<b>40</b>	<b>83553305</b>	<b>99.99982</b>

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	0	0	NA
Through remote e-voting	3	153	0.00018
<b>Total</b>	<b>3</b>	<b>153</b>	<b>0.00018</b>

(iii) Votes invalid:

Mode of voting	Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Through voting by poll	0	NA
Through remote e-voting	0	NA
<b>Total</b>	<b>0</b>	<b>NA</b>

## **ITEM NO. 4: AS A SPECIAL BUSINESS**

### **TO CONSIDER AND APPROVE APPOINTMENT OF MR. VENKATESH VENKATASUBBA RAMANANDASHASTRY SHASTRY ("VENKATESH SHASTRY") AS AN INDEPENDENT DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)**







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

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	32	39	100
Through remote e-voting	8	83553266	99.99982
<b>Total</b>	<b>40</b>	<b>83553305</b>	<b>99.99982</b>

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	0	0	NA
Through remote e-voting	3	153	0.00018
<b>Total</b>	<b>3</b>	<b>153</b>	<b>0.00018</b>

(iii) Votes invalid:

Mode of voting	Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Through voting by poll	0	NA
Through remote e-voting	0	NA
<b>Total</b>	<b>0</b>	<b>NA</b>

## ITEM NO. 5: AS A SPECIAL BUSINESS

### TO CONSIDER AND APPROVE APPOINTMENT OF MRS. NONAVINAKERI SRINIVASAIYENGAR RAMA ("RAMA NS") AS AN INDEPENDENT DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)

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

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	32	39	100
Through remote e-voting	8	83553266	99.99982
<b>Total</b>	<b>40</b>	<b>83553305</b>	<b>99.99982</b>





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

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	0	0	NA
Through remote e-voting	3	153	0.00018
<b>Total</b>	<b>3</b>	<b>153</b>	<b>0.00018</b>

(iii) Votes invalid:

Mode of voting	Number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Through voting by poll	0	NA
Through remote e-voting	0	NA
<b>Total</b>	<b>0</b>	<b>NA</b>

11. Based on the above voting, all resolutions carried on with requisite majority, accordingly I request the Chairman of the 18<sup>th</sup>AGM to announce the results of the meeting.
12. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 18<sup>th</sup> AGM and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Your's Sincerely,

**Ankush Agarwal**  
Scrutinizer  
Company Secretary in Practice  
Membership No.: F9719  
COP No.: 14486



Received  
For Xchanging Solutions Limited

Mayank Jain  
Company Secretary

Date - 13/08/2019

**Date:** August 13, 2019

**Place:** Bangalore





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Annexure - 2

FORM NO. MGT-13

## Report of Scrutinizer(s)

[Pursuant to Rule 21 of Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules 2014]

To,

Date: 13<sup>th</sup> August 2019

**The Chairman,**

Xchanging Solutions Limited  
SJR I-Park, Plot No. 13, 14, 15,  
EPIP Industrial Area,  
Phase I, Whitefield, Bangalore 560 066

Dear Sir,

**Subject: Scrutinizers' Report on the poll conducted at 18<sup>th</sup> Annual General Meeting of the Equity Shareholders of Xchanging Solutions Limited held on Tuesday, August 13, 2019 at 10.00 AM at Kalyani Tech Park - Survey No 1, 6 & 24, Kundanhalli Village, K R Puram Hobli, Bangalore - 560066**

I, Ankush Agarwal, Practicing Company Secretary, proprietor of Ankush Agarwal & Associates, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at 18<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of Xchanging Solutions Limited held on Tuesday, August 13, 2019 at 10.00 A.M. at Kalyani Tech Park - Survey No 1, 6 & 24, Kundanhalli Village, K R Puram Hobli, Bangalore - 560066, submit my report as under:

1. After the time fixed for closing of the poll by the chairman, one ballot box kept for polling were locked in my presence with due identification and mark placed by me and key to which was handed over to me.
2. The locked ballot box was subsequently opened in my presence and two witnesses, Mr. Chandrashekhar P., S/o. Shri G. Pullaiah, R/o. 45C, 1st Cross Gokul Building, Near Venugopaldaswamy Temple, Devasandra, Bangalore, Karnataka - 560 036 and Mr. Sankar V., S/o. Shri Venketesan, R/o. No. 346, Kovil Street, Kothur Post Machampattu, Vellore, Tamilnadu - 635 808, who are not the employees of the Company, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents and the authorizations/ proxies lodged with the Company.
3. There was **Nil** invalid poll paper for the resolutions mentioned herein below.
4. The total number of Members present in the AGM was **37** (Thirty Seven).
5. The result of poll is as under:

*Ankush Agarwal*



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## Item No. 1: As an Ordinary Business

To receive, consider and adopt audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31 March 2019 and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	39	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	NA

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	NA

## Item No. 2: As an Ordinary Resolution

To consider and approve appointment of Mrs. Gidugu Kalpana Tatavarti, who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Business)

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	39	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	NA

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	NA







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## Item No. 3: As a Special Business

To consider and approve re-appointment of Mr. Henry D'Souza as an Independent Director of the Company (Special Resolution)

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	39	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	NA

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	NA

## Item No. 4: As a Special Business

To consider and approve appointment of Mr. Venkatesh Venkatasubba Ramanandashastry Shastry ("Venkatesh Shastry") as an Independent Director of the Company (Special Resolution)

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	39	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	NA

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	NA





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## Item No. 5: As a Special Business

To consider and approve appointment of Mrs. Nonavinakeri Srinivasaiyengar Rama ("Rama NS") as an Independent Director of the Company (Special Resolution)

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
32	39	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	NA

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	NA

6. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 18<sup>th</sup> AGM and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Your's Sincerely,

Ankush Agarwal  
Scrutinizer  
Company Secretary in Practice  
Membership No.: F9719  
COP No.: 14486



Received  
For Xchanging Solutions Limited

Mayank Jain  
Company Secretary

Date - 13/08/2019

Date: August 13, 2019

Place: Bangalore