

Xchanging Tower  
SJR iPark · EPIP Area · Whitefield  
Bangalore 560066 · India

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XSL/SE/2013

June 3, 2014

The Asst. Vice President,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
**MUMBAI - 400 051**  
Fax :No. 022 – 26598237 / 8

Department of Corporate Services - CRD  
Bombay Stock Exchange Limited,  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street  
**MUMBAI - 400 001**  
Fax No. 022 – 22723121/3719

Dear Sir,

Sub: Voting Results – Clause 35A of the Listing Agreement

With reference to Clause 35A of the Listing Agreement, we wish to inform you that at the 13<sup>th</sup> Annual General Meeting of the Shareholders of the Company which was held on June 2, 2014 at SJR I-Park, Plot 13, 14, 15, EPIP Industrial Area, Phase I Whitefield, Bangalore 560066, India at 10.00 AM, the flowing business were considered and approved by the shareholders with requisite majority as applicable.

Sl. No.	Description	Particulars		
A	Date of AGM	June 2, 2014		
B	Book Closure date	May 20, 2014 to June 2, 2014 (both days inclusive)		
C	Total number of shareholders on record date	18,925		
D	No. of shareholders present at the meeting either in person on through proxy			
	Shareholders	Present in person	Present through proxy	Total
	Promoter and Promoter Group	01	-	01
	Public	46	-	46
E	No. of Shareholders attended the meeting through video conferencing			
	No Video Conferencing facility was made available			

**Outcome of the 13<sup>th</sup> Annual General Meeting of the Shareholders of the Company**

The 13<sup>th</sup> Annual General Meeting of the Shareholders of the Company was held on June 2, 2014 at 10.00 am at SJR I-Park, Plot 13, 14, 15, EPIP Industrial Area, Phase I Whitefield, Bangalore 560066, India.



Xchanging Solutions Ltd  
Registered office

SJR I-Park No. 13, 14, 15 · EPIP Industrial Area  
Phase 1 · Whitefield · Bangalore  
Karnataka-560066 · India  
Registered in India no. L72200KA2002PLC030072

Details of Agenda

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares	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
<b>Resolution No.1: Adoption of Financial Statements for the year ended 31<sup>st</sup> December, 2013</b>							
Mode of voting: (E-Voting)							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	13167586	13167586	100.00	13167586	-	100.00	0.00
Total (A)	13167586	13167586	100.00	13167586	-	100.00	0.00
Mode of voting: (Poll)							
Promoter and Promoter Group	83552787	83552787	100.00	83552787	-	100.00	0.00
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	260	260	100.00	249	11	95.76	4.24
Total (B)	83553047	83553047	100.00	83553036	11	99.99999	0.00001
Result (A+B)	96720633	96720633	100.00	96720622	11	99.99999	0.00001

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares	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
<b>Resolution No.2: Re-appointment of Mr. David Bauernfeind, who retires by rotation</b>							
Mode of voting: (E-Voting)							
Promoter and Promoter Group	-	-	-	-	-	-	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	13167586	13167586	100.00	13167586	-	100.00	0.00
Total (A)	13167586	13167586	100.00	13167586	-	100.00	0.00
Mode of voting: (Poll)							
Promoter and Promoter	83552787	83552787	100.00	83552787	-	100.00	0.00



Group							
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	260	260	100.00	250	10	96.15	3.85
Total (B)	83553047	83553047	100.00	83553037	10	99.99999	0.00001
Result (A+B)	96720633	96720633	100.00	96720622	10	99.99999	0.00001

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares	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
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**Resolution No.3: Appointment of M/s. Price Waterhouse, Chartered Accountants, as Statutory Auditors and fixing their remuneration**

Mode of voting: (E-Voting)

Promoter and Promoter Group	-	-	-	-	-	-	-
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	13167586	13167586	100.00	13167551	35	99.9997	0.0003
Total (A)	13167586	13167586	100.00	13167551	35	99.9997	0.0003

Mode of voting: (Poll)

Promoter and Promoter Group	83552787	83552787	100.00	83552787	-	100.00	0.00
Public – Institutional holders	-	-	-	-	-	-	-
Public-Others	260	260	100.00	238	10	91.54	4.24
Total (B)	83553047	83553047	100.00	83553025	10	99.99997	0.00001
Result (A+B)	96720633	96720633	100.00	96720576	45	99.99995	0.00005

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares	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
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**Resolution No.4: Appointment of Mr. Kenneth Lever as whole time director and designated as Executive Chairman and Chief Executive Officer of the Company for a period of 3 years**

Mode of voting: (E-Voting)

Promoter and Promoter Group	-	-	-	-	-	-	-
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Public – Institutional holders	-	-	-	-	-	-	-
Public- Others	13167586	13167586	100.00	13167551	35	99.9997	0.0003
Total (A)	13167586	13167586	100.00	13167551	35	99.9997	0.0003
Mode of voting: (Poll)							
Promoter and Promoter Group	83552787	83552787	100.00	83552787	-	100.00	0.00
Public – Institutional holders	-	-	-	-	-	-	-
Public- Others	260	260	100.00	250	10	96.15	3.85
Total (B)	83553047	83553047	100.00	83553037	10	99.99999	0.00001
Result (A+B)	96720633	96720633	100.00	96720588	45	99.99995	0.00005

Kindly take the above information on records

Thanking you,

Yours faithfully  
For Xchanging Solutions Limited



*Vijayamahantesh V. Khannur*

Vijayamahantesh V. Khannur  
Company Secretary