

Xchanging Solutions Limited, a DXC Technology Company

CIN: L72200KA2002PLC030072
Registered Office: SJR I-Park, Plot No. 13, 14, 15 EPIP Industrial Area, Phase 1,
Whitefield, Bangalore, Karnataka - 560 066 India
T +91.(0)80.30540000
F +91.(0)80.41157394
www.dxc.technology

271, Udyog Vihar, Phase - II, Gurgaon – 122016 T +91 124 4339333 F +91 124 4080995

For Xchanging Solutions Limited

XSL/SE/2017

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
Scrip Code: XCHANGING

September 13, 2017

Department of Corporate Services – CRD
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Fax No. 022 – 22723121
Scrip Code: 532616

Sub: Results of the 16th Annual General Meeting (AGM) under Regulation 44(3) of SEBI (LODR) Regulations, 2015 and Scrutinizer's Report under Rule 20 of Companies (Management and Administration) Rules, 2014

Dear Sir/ Madam

We are pleased to inform you that the 16^{th} Annual General Meeting (AGM) of XCHANGING SOLUTIONS LIMITED was held Wednesday, September 13, 2017 at SJR-I- park, Plot No. 13, 14, 15 EPIP Industrial Area, Phase-1, Whitefield, 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 16th AGM of the Company, have been transacted at the said AGM, as per the details given below:

Business Item	To receive, consider and adopt audited Financial	
no. 1:	Statements (Standalone and Consolidated) of the	
	Company for the financial period ended 31st March	
	2017 (from $1^{\rm st}$ January 2016 to $31^{\rm st}$ March 2017) and	
	the Reports of the Board of Directors and Audito	
	thereon	
Total votes cast	87,912,655	
Votes in favour	87,912,654	
Votes against	1	
Invalid votes	Nil	
Result	The resolution was passed with requisite majority	
	The second	
Business Item	To appoint a Director in place of Mr. Srinivasa Raghavan	
no. 2:	Venkatavaradhan (DIN: 01803376) who retires by	
	rotation and being eligible, offers himself for re-	
	appointment.	
	The Company has informed the stock exchanges on	
	September 8, 2017 that Mr. Srinivasa Raghavan	
	Venkatavaradhan (DIN: 01803376) has resigned as a	
	Non-executive Director of the Company w.e.f. September	
	7, 2017 (closure of the business hour) and therefore,	
	Ordinary Business Item No. 2 of the 16th Annual General	
	Meeting of the Company became unenforceable &	
	inoperative. Accordingly, voting at the AGM by the	
	shareholders on this Agenda Item has not been	
	considered & counted for the aforesaid Business Item,	
	considered & counted for the aforesala business item,	



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Business Ite no.3	Accountants, (Firm Registration No. 117366WM 1000180) as Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual general Meeting till the conclusion of the 20th annual general meeting, subject to ratification in every annual general meeting till 20th annual general meeting of such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors
Total votes cast	87,912,655
Votes in favour	87,912,654
Votes against	The second secon
Invalid votes	No. 1 control of the
Result	The resolution was now at the second
	The resolution was passed with requisite majority
Business Item no.4	To consider and approve the appointment of Mr. Srikrishna Madhavan as Managing Director of the Company
Total votes cast	87,912,655
Votes in favour	87,912,654
Votes against	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Invalid votes	A STATE OF THE PROPERTY OF THE
Result	The state of the s
The second secon	The resolution was passed with requisite majority
Business Item	
no.5	To consider and approve the appointment of Ms. Rekha
Total votes cast	Murthy as Independent Director of the Company 87,912,655
Votes in favour	87,912,653
Votes against	2
nvalid votes	Nil
Result	The state of the s
The second secon	The resolution was passed with requisite majority

The Scrutinizer submitted its report on voting (including remote e-voting) today i.e. September, 2017, 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 (LODR) Regulations, 2015, please find enclosed herewith voting results of the AGM along with consolidated report on remote e-voting as well as voting at the AGM of Mr. Ankush Aggarwal, Scrutinizer, under Rule 20 of Companies (Management and Administration) Rules, 2014.

Kindly take the above on records

Thanking you,

For Xchanging Solutions Limited

Company Searletary

Membership No:- A26620

Address: SJR-I-Park No. 13, 14, 15 EPIP Industrial Area, Phase-1, Whitefield Bangalore, Karnataka-560066

Encl: As above





Company Secretaries

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cs.ankushagarwal@gmail.com ankush@forecoreprofessionals.com

13.09.2017

To.

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

CONSOLIDATED RESULT OF REMOTE E-VOTING AND VOTING BY POLL

SIXTEENTH ANNUAL GENERAL MEETING OF XCHANGING SOLUTIONS LIMITED (THE COMPANY) HELD ON $13^{\rm TH}$ SEPTEMBER, 2017 ON WEDNESDAY AT 10.00 AM AT REGISTERED OFFICE OF THE COMPANY, SITUATED AT "SJR I-PARK PLOT NO. 13, 14, 15, EPIP INDUSTRIAL AREA, PHASE I, WHITEFIELD, BANGALORE 560 066"

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 held on September 13, 2017.

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 Sixteenth Annual General Meeting. 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 Computershare Pvt. Ltd. ("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 September 6, 2017.





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- 3. In accordance with the Notice of the 16th Annual General Meeting sent to the shareholders and the advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on August 18, 2017, the remote e-voting opened at 9:00 AM on September 10, 2017 and remained opened up to 5:00 PM on September 12, 2017.
- 4. The Equity Shareholders holding shares as on September 06, 2017, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 16th Annual General Meeting of the Company.
- 5. At the end of remote e-voting period on Tuesday, September 12, 2017, at 5:00 PM, voting portal of service provider was blocked forthwith.
- 6. After declaration of voting by use of ballot by the Chairman at the meeting, 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. S. K. Sharma, R/o 59 Sharda Building, Puttana Raod, Bangalore 560004, and Ms. Shruthi E. M., R/o 219 Balaji Road, 2nd Mail Thyagaraj Nagar, Bangalore 560028, who are not the employee 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 43 Shareholders present at the meeting holding 88187941 shares present in person or proxy at the annual general meeting casted their vote.
- 9. On Wednesday, September 13, 2017, after counting vote cast at the meeting, the votes cast through remote e-voting process were unblocked at around 10.50 A.M. in the presence of Mr. S. K. Sharma and Ms. Shruthi E. M. who acted as witness.
- 10. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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



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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 2017 (FROM 1 JANUARY 2016 TO 31 MARCH 2017) AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of Votes	% of total
	(in person or by proxy)	Cast by Members	number of valid
			votes cast
Through voting by poll	42	87753988	100
Through remote e-voting	10	158666	99.9994
Total	52	87912654	100

(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	0
Through remote e-voting	1	1	0.0006
Total	1	1	0

(iii) Votes invalid:

Mode of voting	Number of Members whose votes	total number of invalid votes
	were declared invalid	
Through voting by poll	Q	O
Through remote e-voting	Q	0
Total	0	0

ITEM NO. 2; AS AN ORDINARY BUSINESS

TO APPOINT A DIRECTOR IN PLACE OF MR. SRINIVASA RAGHAVAN VENKATAVARADHAN (DIN: 01803376) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT





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The Company has informed the stock exchanges on September 8, 2017 that Mr. Srinivasa Raghavan Venkatavaradhan (DIN: 01803376) has resigned as a Non-executive Director of the Company w.e.f. September 7, 2017 (closure of the business hour) and therefore, Ordinary Business Item No. 2 of the 16th Annual General Meeting of the Company became unenforceable & inoperative. Accordingly, voting (remote e-voting or voting at AGM) by the shareholders on this Agenda Item has not been considered & counted for the aforesaid Business Item.

ITEM NO. 3: AS AN ORDINARY BUSINESS

TO APPOINT M/S DELOITTE HASKINS & SELLS LLP, CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 117366W/W-1000180) AS STATUTORY AUDITORS OF THE COMPANY, WHO SHALL HOLD OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING TILL THE CONCLUSION OF THE 20TH ANNUAL GENERAL MEETING, SUBJECT TO RATIFICATION IN EVERY ANNUAL GENERAL MEETING TILL 20TH ANNUAL GENERAL MEETING ON SUCH REMUNERATION AS MAY BE MUTUALLY AGREED UPON BETWEEN THE BOARD OF DIRECTORS AND THE STATUTORY AUDITORS

(i) Voted in favour of the resolution:

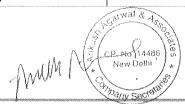
Mode of voting	Number of Members voted	Number of Votes	% of total
	(in person or by proxy)	Cast by Members	number of valid
			votes cast
Through voting by poll	42	87753988	100
Through remote e-voting	10	158666	99.9994
Total	52	87912654	100

(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of Votes	% of total
	(in person or by proxy)	Cast by Members	number of valid
			votes cast
Through voting by poll	0	0	0
Through remote e-voting	1	1	0.0006
Total	1	1.	0

(iii) Votes invalid:

Mode of voting	Number of Members whose votes	% of total number of valid
	were declared invalid	votes cast
Through voting by poll	0	0
Through remote e-voting	0	0
Total	0	0





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ITEM NO. 4: AS A SPECIAL BUSINESS

TO APPOINT MR. SRIKRISHNA MADHAVAN (DIN 02795373) AS MANAGING DIRECTOR OF THE COMPANY

(i) Voted in favour of the resolution:

Through voting by poll Through remote e-voting	42	87753988 158666	100
	(in person or by proxy)	Cast by Members	number of valid votes cast
Mode of voting	Number of Members voted	Number of Votes	% of total

(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	O	0
Through remote e-voting	1	T.	0.0006
Total	1	1	0

(iii) Votes invalid:

Mode of voting	Number of Members whose votes	% of total number of valid
and the latest and the second of the second	were declared invalid	votės cast
Through voting by poll	0	0
Through remote e-voting	0	0
Total	0	0

ITEM NO. 5: AS A SPECIAL BUSINESS

${\color{red} TO}$ APPOINT MS. REKHA MURTHY (DIN: 07825183) AS INDEPENDENT DIRECTOR OF THE ${\color{red} COMPANY}$

(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
Through voting by poll	42	87753988	votes cast
Through remote e-voting	9	158665	99.9987
Total	51	87912653	100





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(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of Votes	% of total number of valid
	(in person or by proxy)	Cast by Members	votes cast
Through voting by poll	0	0	0
Through remote e-voting	2	2	0.0013
Total	2	2	0

(iii) Votes invalid:

Mode of voting	Number of Members whose votes were declared invalid	% of total number of valid votes cast
Through voting by poll	0	0
Through remote e-voting	0	0
Total	0	0

- 11. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 16th Annual General Meeting 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 16th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Your's Sincerely,

^l Ankush Agarwal

ACS: 21125; CP No.: 14486

CP, No. 14486

Scrutinizer

Date: September 13, 2017

Place: Bangalore

Received
Rec

		Annual control of the	XCHANGING	XCHANGING SOLUTIONS LIMITED	٥	MARY V. V. J. E. J.	and the second s	TOTAL CONTRACTOR OF THE PARTY O	girif calcul
Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015	the SEBI (Listing Obl	gations and Disclos	ures Requirements	s) Regulations, 201.	10		The state of the s		
Date of the AGM/EGM			13-09-2017					TOTAL DESCRIPTION OF THE PROPERTY OF THE PROPE	ALL PROPERTY OF THE PROPERTY O
Total number of shareholders on record date			15450						
No. of shareholders present in the meeting either in person or through proxy:	her in person or thro	ugh proxy:				entrodo una fron	The second secon		
Promoters and Promoter Group:			n's						
Public:			40		And the second s	771010771			
No. of Shareholders attended the meeting through Video Conferencing	ough Video Conferen	Sing						***************************************	170.000.000.000.000.000.000.000.000.000.
Promoters and Promoter Group:			Not Applicable		ALLA ALLA MARIANA MARIANA DE PARTO DE P	A STATE OF THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN THE PERSON NAMED IN THE PERSON NAMED IN			No. of the last of
Public:			Not Applicable				AND THE RESERVE AND THE PROPERTY OF THE PROPER	777	
		~~~~							
Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - To re	ceive, consider and	adopt audited Fina	incial Statements (S	tandalone and Cor	isolidated) of the	Company for the fin	eceive, consider and adopt audited Financial Statements (Standalone and Consolidated) of the Company for the financial secting engled March 31, 2017	March 31 2017
	(from 1st January	(from 1st January 2016 to 31st March 2017) and the Reports of the Board of Directors and Auditors thereon.	2017) and the Rep	onts of the Board or	Directors and Auc	itors thereon.			
Whether promoter/ promoter group are	No								
interested in the agenda/resolution?				, dis			-		***************************************
				% of Votes Polled			% of Votes in	S of Votes	
				on outstanding			favour on votes	against on votes	ratificación de la comparte
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Category	Mode of Vating	(1)	polled (2)	(3)=[(2)/(1)]* 100  favour (4)	favour (4)	against (5)	(6)=((4)/(2))*100	(7)=((5)/(2)] ~100	Votes Invalid
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Public- Institutions	applicable)		0	0.0000	8		00000	0.0000	- 3
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Type Assume September 1 and 1	Total		158706	0.684	158705		1 99.994	0.0006	0
	Total	111403716	87912655	78.9136	87912654	T.	100,000	00000	

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Resolution No.	2
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Srinivasa Raghavan Venkatavaradhan (DIN: 01803375) who retires by rotation and being eligible, offers himself for re-
	appointment.
	The Company has informed the stack exchanges on September 8, 2017 that Mr. Srinivasa Raghavan Venkatavaradhan (DN: 01803376) has resigned as a Non-executive
minosonio	Director of the Campany w.e.f. September 7, 2017 (closure of the business hour) and therefore, Ordinary Business Item No. 2 of the 16th Annual General Meeting of the
	Company became unenforceable & inoperative. Accordingly, voting (remate e-voting or voting at AGM) by the shareholders on this Agenda Item has not been considered
	& counted for the aforesaid Business Item.
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For Xchangues Solvitors Limited

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Company Secretary

Resolution No.	m							And the second of the second o	Constitution and the second se
Resolution required: (Ordinary/ Special)		Add						77.0.7	
	ORDINARY - To ap	point M/s Deloitte	Haskins & Sells LLP,	. Chartered Account	tants, (Firm Registr.	ation No. 117366W	appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366WW-1000180) as Statutory Auditors of the Company who	tutory Auditors of #	ре Сотрару мро
	shall hold office from	om the conclusion	of this Annual Gene	eral Meeting till the	conclusion of the 2	Oth annual genera	shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 20th annual general meeting, subject to ratification in every annual general meeting subject to ratification in every annual general	o ratification in ever	ry annual general
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interested in the agenda/resolution?								adicantary	Park to the sa
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				% or votes Polled			% of Votes in	% of Votes	
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		No. of shares held No. of votes	******	shares	No. of Votes – in	No. of Votes -	polled	polled	
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100   favour (4)	favour (4)	against (5)	(6)=[(4)/(2)]*100	(6)=[(4)/(2)]*100  (7)= (5)/(2)]*100  Votes Invalid	Votes Invalid
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To receive the second s	Total		O	O.	0	0	0	0	0
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	Total	111403716	87912655	78.9136	87912654		100,000	00000	О

For Xchanging Solutions Limited

Resolution No.	et :						707100	***************************************	
Resolution required: (Ordinary/ Special)	Special - To consic	er and approve ap	pointment of Mr. S	Special - To consider and approve appointment of Mr. Srikrishna Madhavan as Managing Director of the Company	as Managing Dire	ctor of the Compa	ÂU		
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
	NATA MARKANIANA								
		Oli Anakonyy y yyjy		% of Votes Polled			% of Votes in	≈ of Votes	ALTE TO THE E
			& modys of some	on outstanding	numa.		favour on votes	against on votes	
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in and the second	E-Voting		0	0.0000	80	0	0.0	0.0000	0
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Public- Institutions	applicable)		0	0.0000	8	9	0.0000	0.0000	0
	Total		0	0	o	0	0		Tõ
	E-Voting		158667	0.6838	158666	4-4	99.993	0.0006	0
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Public- Non Institutions	applicable)		O	0.0000	8	0	0.0000	0.0000	73
	Total		158705	0.684	158705	r	99,9994	0.0006	0
	Total	111403716	87912655	78.9136	87912654	*	100:000	0.000	0

Resolution No.	ın		***************************************							
Resolution required: (Ordinary/ Special)	ORDINARY - To co	ORDINARY - To consider and approve appointment of Ms. Rekha Murthy as Independent Director of the Company	appointment of M	is. Rekha Murthy as	Independent Dire	ctor of the Compa	Åυ			
Whether promoter/ promoter group are interested in the agenda/resolution?	No									to horning from a feet becomes a graph
				% of Votes Polled			% of Vores in	% of Votes		and the second control of the control of the second of the
		No. of shares held No. of votes		on outstanding shares	No. of Votes – in	No. of Votes –	favour on votes polled	against on votes polled		
Category	Mode of Vating	(1)	polled (2)	(3)=[(2)/(1)]* 100  favour (4)	favour (4)	against (5)	[(6)=[(4)/(2)]*100	[(7)=[(5)/(2)]*100	Votes invalid	
	E-Voting		0	0.0000	90		0.0000		0	
and house a risk	Poli	97753040	87753949	100.0000	87753949		100,000	0.000.0		
	Postal Ballot (if	C+000/10								
Promoter and Promoter Group	applicable)		0	0.0000	00		0.0000	0.0000	6	
The second secon	Total		87753949	1001	87753949		100	Ö		
	E-Voting		0	0.0000	93		0.0000	0.0000	0	ta intercen
-	Poll	1200777	0	0.0000	00		000000 0	0.000.0	0	
	Postal Ballot (if			shaftanigani ha						
Public- Institutions	applicable)		0	0.0000	8		0,0000	0,000	O	
And Andrew State Control of the Cont	Total		0	О	٥		0	0		
	E-Voting		158667	0.6838	158665		7 99.9987	0.0012		
	Poll	NULL 100050	39	0.0002	35		100.000	0.0000	0	
	Postal Ballot (if	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1								
Public- Non Institutions	applicable)		0	0.0000	00		0.0000	0.000.0	O	
	Total		158706	0.684	158704	14	7866'66	0.0013	0	
	Total	111403716	87912655	78.9136	87912653		100:000	00000	ප	

Place: Bangalore Date: 13/09/2017

For Xchanging Solutions Limited

Mayark Jan Cir K & Ch / n Company Secretary Membership No:- A26620 Address: SJR-I-Park No. 13, 14, 15 EPIP Industrial Area, Phase-1, Whitefield Bangalore, Karnataka-560066

