

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 September 13, 2017

Department of Corporate Services - CRD Bombay Stock Exchange Limited, Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 00 1 Fax No. 022 - 22723121 Scrip Code: 532616

Sub: Proceedings of 16th Annual General Meeting (AGM) under regulation 30(2) of SEBI (LODR) Regulations, 2015.

Dear Sir/ Madam

Scrip Code: XCHANGING

We are pleased to inform you that the 16th 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.

Requisite quorum was present at the meeting. Facility to vote through remote e-voting and through ballot process at the AGM was provided to the shareholders. Remote voting commenced on September 10, 2017 at 9:00 am and concluded on September 12, 2017 at 5:00 PM. All requisite Statutory Registers, Proxy Register and other inspection documents were made available during the AGM for inspection of the Members.

In accordance with the Regulation 30 and other applicable provisions of SEBI (LODR) Regulations, 2015, we would like to inform you that business item/resolutions as set out in the notice convening the  $16^{\rm th}$  AGM of the Company (also given below in brief), were put to vote through remote e-voting and ballot process at the AGM

Business no. 1:	Item	To receive, consider and adopt audited Financial Statements (Standalone and Consolidated) of the Company for the financial period ended 31st March 2017 (from 1st January 2016 to 31st March 2017) and the Reports of the Board of Directors and Auditors thereon
Business no. 2:	Item	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.  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

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

For Xchanging Solutions Limited

Secretary



Xchanging Solutions Limited, a DXC Technology Company

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		the shareholders on this Agenda Item has not been considered & counted for the aforesaid Business Item.
Business no.3	Item	To appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366WW-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
Business no.4	Item	To consider and approve the appointment of Mr. Srikrishna Madhavan as Managing Director of the Company
Business no.5	Item	To consider and approve the appointment of Ms. Rekha Murthy as Independent Director of the Company

Pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015, the voting results on the above resolutions will be communicated to the Stock Exchanges subsequently to receipts of Scrutinizer's Report on remote e-voting and voting at the AGM, under Rule 20 of Companies (Management and Administration) Rules, 2014. Voting result will be declared within prescribed time.

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Kindly take the above on records.

Thanking you,

For Xchanging Solutions Limited

Mayank Jain Company Secretary

Membership No:- A26620

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