

XSL/SE/2018

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 26, 2018

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 17th 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

We are pleased to inform you that the 17th Annual General Meeting (AGM) of XCHANGING SOLUTIONS LIMITED was held Wednesday, September 26, 2018 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 10.35 A.M.

We would like to inform you that all the business items/ resolutions as set out in the Notice convening the 17th 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 Financia
no. 1:	Statements (Standalone and Consolidated) of the
	Company for the financial year ended 31 March 2018
	and the Reports of the Board of Directors and Auditors
	thereon.
Total votes cast	101,311,091
Votes in favour	101,311,091
Votes against	Nil
Invalid votes	Nil
Result	The resolution was passed with requisite majority
Business Item	To consider and approve appointment & remuneration
no. 2:	of Mr. Shrenik Kumar Champalal as Whole Time
	Director of the Company.
Total votes cast	101,311,091
Votes in favour	101,311,091
Votes against	Nil
Invalid votes	Nil
Result	The resolution was passed with requisite majority
Business Item	T
no.3	To consider and approve appointment & remuneration
110.5	of Mr. Chandrasekhara Rao Boddoju as Managing
Total votes cast	Director of the Company 101,311,091
Votes in favour	101,311,091
	Nil
Votes against Invalid votes	
	Nil
Result	The resolution was passed with requisite majority

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





Business Item	To consider and approve appointment & remuneration
no.4	of Mr. Ramaswamy Sankaranarayanan Kavalapara as
	Managing Director (Interim) of the Company.
Total votes cast	101,311,091
Votes in favour	101,311,091
Votes against	Nil
Invalid votes	Nil
Result	The resolution was passed with requisite majority
Duning and Italia	T id - d - c - c - c - c - c - c - c - c -
Business Item	To consider and approve appointment of Ms. Gidugu
no.5	Kalpana Tatavarti as Non-Executive Director of the
m . 1	Company.
Total votes cast	101,311,091
Votes in favour	101,311,090
Votes against	1
Invalid votes	Nil
Result	The resolution was passed with requisite majority
Business Item	To consider and determine the fees for delivery of any
no.6	document through a particular mode of delivery to a member.
Total votes cast	101,311,091
Votes in favour	101,311,090
Votes against	1
Invalid votes	Nil
Result	The resolution was passed with requisite majority

The Scrutinizer submitted its report on voting (including remote e-voting) today i.e. September 26, 2018, 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 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

Mayank Jain Company Secretary

Membership No:- A26620

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

Encl: As above

	XCHANGING SOLUTIONS LIMITED
Date of the AGM/EGM	26-09-2018
Total number of shareholders on record date	15346
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	3
Public:	43
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution required:								
(Ordinary/ Special)	ORDINARY - To re 31 March 2018 an	ORDINARY - To receive, consider and adopt audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31 March 2018 and the Reports of the Board of Directors and Auditors thereon.	adopt audited Fina e Board of Director:	ncial Statements (Si s and Auditors there	tandalone and Cor eon.	isolidated) of the C	company for the fina	ancial year ended
Whether promoter/ promoter group are interested in the	O _N							
						5		
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
	1000	No. of shares	No. or votes	shares	No. of Votes – in	No. of Votes –	polled	polled
category	Mode of Voting	neid (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	favour (4)	against (5)	(6)=[(4)/	(7)=[(5)/(5)]*100
	E-Voting		4,201,162	4.1533	4,201,162	0	100.0000	0.0000
	Poli	101 152 248	96,951,086	95.8467	96,951,086	0	100.0000	0.0000
Promoter and Promoter	Postal Ballot (if	104,104,404						
Group	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		101,152,248	100.0000	101,152,248	0	100,0000	0.0000
	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	207 011	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	412,,614						
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
	E-Voting		158,801	1.6142	158,801	0	100.0000	0.0000
	Poll	0 837 747	42	0.0004	42	0	100.0000	0.0000
	Postal Ballot (if	341110010						
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0990
	Total		158,843	1.6146	158,843	0	100.0000	3010 00000
	Total	111,403,716	101,311,091	907b Ub	101 311 001	C	400 0000	1

Resolution No.	2							
Resolution required:								
(Ordinary/ Special)	SPECIAL - To cons	SPECIAL - To consider and approve appointment & remuneration of Mr. Shrenik Kumar Champalal as Whole Time Director of the Company.	pointment & remu	ineration of Mr. Shi	renik Kumar Champ	alal as Whole Time	Director of the Co	прапу.
Whether promoter/					· · · · · · · · · · · · · · · · · · ·	ないないというないないである。		
promoter group are						A STATE OF THE STA		
interested in the					日本をおりませた			
agenda/resolution?	No							
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes -		polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	favour (4)	against (5))/(2)]*100	(7)=[(5)/(5)]*100
	E-Voting		4,201,162	4.1533	4,201,162	0	100.0000	0.0000
	Poll	101 153 240	96,951,086	95.8467	96,951,086	0	100.0000	0.0000
Promoter and Promoter	Postal Ballot (if	101,132,240						
Group	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		101,152,248	100,0000	101,152,248	0	100.0000	0,0000
	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	3C7 21N	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	77,77						
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
	E-Voting		158,801	1.6142	158,801	0	100.0000	0.0000
	Poll	0 827 773	42	0.0004	42	0	100.0000	0.0000
	Postal Ballot (if	341,150,0						
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		158,843	1.6146	158,843	0	100.0000	0.0000
	Total	111,403,716	101,311,091	90.9405	101,311,091	0	100,0000	0,0000



AL - To consider and approve appointment & remuneration of Mr. Chandrasekhara Rao Boddju olu as Managing Director of the Company. No. of votes Polled On outstanding No. of votes Shares Shares Shares Shares Shares Shares No. of votes Shares No. of votes Shares Shares No. of votes Shares S	ij	SPECIAL - To consi-	der and approve ap	pointment & remui	neration of Mr. Cha	indrasekhara Rao B	oddju		
Poddoju as Managing Director of the Company. Poddoju as Managing Director of the Company. Posterial Pacific Company. Posterial Pacific Company. Posterial Ballot (if Po		1000							
ter group are ted in the frequency of th		Boddoju as Manag	ing Director of the	Company.	7				
Fergroup afe	Whether promoter/							おから とうしゅう	
Vest Vest	promoter group are								
y/resolution? Ves No. of shares % of votes Polled on outstanding Shares % of votes in outstanding on outstanding shares % of votes in outs	interested in the								
No. of shares No. of votes polled No. of votes polled No. of votes polled No. of votes polled No. of votes No. o		Yes						がいた。	
No. of shares No. of shares No. of votes Shares No. of votes No. of votes No. of votes Shares Shares No. of votes Shares Shares No. of votes Shares Share									
ry Mode of Voting Forum held (1) Postal Ballot (if Postal Ballo					% of Votes Polled			% of Votes in	% of Votes
ry Mode of voting E-Voting held (1) held (1) No. of votes shares (3)=[(2)/(1)]* 100 No. of votes - in favour (4) No. of votes - in against (5) No. of votes - in (b=[(4)/(2)]* 100 No. of votes - in against (5) No. of votes - in (3)=[(2)/(1)]* 100 No. of votes - in against (5) No. of votes - in (4) No. of votes - in against (5) No. of votes - in (4) No. of votes - in (3)=[(2)/(1)]* 100 No. of votes - in (3)=[(2)/(1)]* 100 No. of votes - in (3)=[(2)/(1)]* 100 No. of votes - in (4) No. of votes					on outstanding			favour on votes	against on votes
ry Mode of Voting held (1) polled (2) (3)=[(2)/13]** 100 favour (4) against (5) (6)=[(4)/(2)]**100 (7)=[(5)/(2)]**100 E-Voting E-Voting 4,201,162 95,8467 96,951,086 95,8467 96,951,086 0 100,0000 ter and Promoter applicable) Postal Ballot (if Postal Ballot (i			No. of shares				No. of Votes –		polled
ter and Promoter applicable) E-voting Poll 4,201,162 4.1533 4,201,162 0.00000 100.0000 ter and Promoter applicable) Postal Ballot (if Poll Ballo	Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
ter and Promoter applicable) Postal Ballot (if applicable) 101,152,248 96,951,086 95,8467 96,951,086 0 100,0000 Total Total 101,152,248 100,0000 101,152,248 0 0,0000 E-Voting 413,726 0 0,0000 0 0 0,0000 Institutions applicable) 413,726 0 0,0000 0 0 0,0000 Institutions applicable) 0 0,0000 0 0 0 0,0000 Postal Ballot (if Postal		E-Voting		4,201,162	4.1533	4,201,162	0		000000
ter and Promoter applicable) Postal Ballot (if applicable) AU1,152,248 0,0000 0,000		Poll	201 101	96,951,086	95.8467	96,951,086	0		000000
Total	Promoter and Promoter	Postal Ballot (if	101,132,240						
Total		applicable)		0	0.0000	0	0		0.0000
E-Voting 6.0000 0.0000 0 0.0000 Poll Postal Ballot (if applicable) 413,726 0 0.0000 0 0.0000 Total E-Voting Poll Postal Ballot (if applicable) 1.58,801 1.6142 158,801 0 0.0000 Postal Ballot (if applicable) 9,837,742 42 0.0004 42 0 1.00.0000 Total Applicable) 111408,746 158,843 1.6146 158,843 0 1.00.000 Total Total Total Applicable) 101,311,091 90,9405 101,311,091 0 100,000		Total		101,152,248	100,0000	101,152,248	0		000000
Poll Postal Ballot (if applicable) 413,726 0 0.0000 0 0.0000 Total E-Voting Poll Postal Ballot (if applicable) 158,801 1.6142 158,801 0 0.0000 Postal Ballot (if applicable) 9,837,742 42 0.0004 42 0 100.0000 Total Total 111408,716 158,843 1.6146 158,843 0 100.0000		E-Voting		0	0.0000	0	0		0.000.0
Postal Ballot (if applicable)		Poll	207 511	0	0.0000	0	0		0.0000
Applicable Postal Ballot (if applicable) Postal Ballot (if applicable) Total Postal Ballot (if applicable) Total Total Total Postal Ballot (if applicable) Total		Postal Ballot (if	413,720						
Total 0 0 0 0 0 0 0 0 0		applicable)		0	0.0000	0	0		0.0000
E-Voting 158,801 1.6142 158,801 0 100.0000 100.0000		Total		0	0	0	0		0.0000
Poll Postal Ballot (if applicable) Postal Ballot (if applicable) 158,843 1.6146 158,843 101,311,091 101,0000 100,0		E-Voting		158,801	1.6142	158,801	0		0.0000
Postal Ballot (if applicable) 3,637,742 0 0.00000 0 0 0.00000 Total 158,843 1.6146 158,843 0 100,0000 Total 111,403,716 101,311,091 0 100,0000		Poll	CAC 700 0	42	0.0004	42	0		0.0000
applicable) 0 0.0000 0 0.0000 Total 158,843 1.6146 158,843 0 100.0000 Total 111,403,716 101,311,091 90.9405 101,311,091 0 100,0000		Postal Ballot (if	7,000,0						
158,843 1.6146 158,843 0 100,0000 111,403,746 101,311,091 90,9405 101,311,091 0 100,0000	Public- Non Institutions	applicable)		0	0.0000	0	0		0.0000
111.403.716 101.311.091 90.9405 101.311.091 0 100.0000		Total		158,843	1.6146	158,843	0		0.0000
CONTRACTOR OF THE PROPERTY OF		Total	111,403,716	101,311,091	90,9405	101,311,091	0	100,0000	0.000.0



Resolution No.	4							
Resolution required:	SPECIAL - To consi	der and approve ap	pointment & remu	neration of Mr. Rar	naswamy Sankaran	arayanan Kavalapa	SPECIAL - To consider and approve appointment & remuneration of Mr. Ramaswamy Sankaranarayanan Kavalapara as Managing Director (Interim) of	ector (Interim) of
(Ordinary/ Special)	the Company.							
Whether promoter/ promoter group are								
interested in the	Q							
apound) controls	21							
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		4,201,162	4.1533	4,201,162	0	100.0000	0.0000
	Poll	101 152 248	96,951,086	95.8467	96,951,086	0	100.0000	0.0000
Promoter and Promoter	Postal Ballot (if	101,132,240						
Group	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		101,152,248	100.0000	101,152,248	0	1(0.0000
	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	713 776	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	07/671						
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0,0000	0.0000
	E-Voting		158,801	1.6142	158,801	0	100.0000	0.0000
	Poll	0 837 742	42	0.0004	42	0	100.0000	0.0000
	Postal Ballot (if	11,100,1						
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		158,843	1.6146	158,843	0	100,0000	0.0000
	Total	111,403,716	101,311,091	90,9405	101,311,091	0	100.0000	0.0000



Resolution No.	5							
Resolution required:								
(Ordinary/ Special)	ORDINARY - To co	nsider and approve	ORDINARY - To consider and approve appointment of Ms. Gidugu Kalpana Tatavarti as Non-Executive Director of the Company.	s. Gidugu Kalpana T	atavarti as Non-Exe	ecutive Director of	the Company.	
Whether promoter/								
promoter group are								
interested in the								
agenda/resolution?	No							
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares	No. of votes	shares	No. of Votes - in	No. of Votes –	polled	polled
Category	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		4,201,162	4.1533	4,201,162	0	100.0000	0.0000
	Poll	101 153 240	96,951,086	95.8467	96,951,086	0	100.0000	0.0000
Promoter and Promoter	Postal Ballot (if	101,132,240						
Group	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		101,152,248	100.000	101,152,248	0	100.0000	0.0000
	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	207 211	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	413,120						
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.000	0.0000
	E-Voting		158,801	1.6142	158,800	1	99.9993	90000
	Poll	CAT 747	42	0.0004	42	0	100.0000	0.0000
	Postal Ballot (if	41,100,0						
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		158,843	1,6146	158,842	Statement of the same of	99.9994	90000
	Total	111,403,716	101,311,091	90.9405	101,311,090	T. C.	100.0000	0.0000



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Resolution No.	9							
Resolution required:								
(Ordinary/ Special)	SPECIAL - To consi	SPECIAL - To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.	he fees for deliver.	y of any document	through a particula	r mode of delivery	to a member.	
Whether promoter/								
promoter group are					では、これには、これには、これには、これには、これには、これには、これには、これに			
interested in the								
agenda/resolution?	No							
				% of Votes Polled			% of Votes in	% of Votes
ð				on outstanding			favour on votes	apainst on votes
		No of chares	No of votes	shares	No. of Votes – in	No. of Votes –	polled	polled
Social	Mode of Voting	held (1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		4,201,162	4.1533	4,201,162	0	100.0000	0.0000
	Poll	7	96,951,086	95.8467	96,951,086	0	100.0000	0.0000
Promoter and Promoter	Postal Ballot (if	101,132,248						
Group	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		101,152,248	100,0000	101,152,248	0	100,0000	0.0000
	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll	200 010	0	0.0000	0	0	0.0000	0.0000
40.00	Postal Ballot (if	413,720						
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0.0000	0.0000
	E-Voting		158,801	1.6142	158,800	1	99.9993	9000:0
	Poll	CNT 700 0	42	0.0004	42	0	100.0000	0.0000
	Postal Ballot (if	741'100'6						
Public- Non Institutions	applicable)		0	0.0000	0	0		0.0000
	Total		158,843	1.6146	158,842	高级型型工作工作。11	99.9994	90000
	Total	111,403,716	101,311,091	90,9405	101,311,090	1	100,000	0.000
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For Xchanging Solutions Limited

Mayank Jain
(Company Secretary)

Solutions Limited Solutions Colored Solutions Co

Date:- 26/09/ 2018 Place:- Bangalore



Company Secretaries

+91-9990188243 +91-11-43020133



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

Date: 26.09.2018

To,

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. 17th Annual General Meeting (AGM) held on September 26, 2018

Dear Sir,

The synopsis of the poll taken on the resolutions at 17th Annual General Meeting ("AGM") of the Equity Shareholders of Xchanging Solutions Limited ("XSL" / "The Company") held on Wednesday, September 26, 2018 at 10.00 Å.M. at the registered office of the Company, situated at "SJR I-Park, Plot No. 13, 14, 15, EPIP Industrial Area, Phase I, Whitefield, Bangalore - 560 066, is as under:

s. No.	PARTICULARS			DETAIL	.S		
A	DATE OF AGM			26-09-2	2018		
В	BOOK CLOSURE DA	TE			2018 to 26 DAYS INC	5-09- 2018 LUSIVE)	
С	TOTAL NUMBER OF ON RECORD DATE 19, 2018 - CUT VOTING PURPOSE)	(I.E. SEPTEM	BER	15346			30
D	NO. OF SHAREHOL THE MEETING EI' OR THROUGH PROX	THER IN PER		46			
	SHAREHOLDERS	PRESENT IN PERSON		SENT ROUGH DXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP(S)	3		0	3	101152248	90.79791
	PUBLIC	43		0	43	43	0.00004
	TOTAL	46		0	46	101152291	90.79795
Е	NO. OF SHAREF CONFERENCING: N	L HOLDERS AT O VIDEO CON					AILABLE

Res.: Flat No. 358, Wisteria Tower, Gaur Saundaryam, Sec-Techzone IV, Greater Noida West, Gauton 30th Nagar, U.P.-201306
Office: A-115, 302, 3rd floor, Vakil Chamber, Shakarpur, Delhi-17, 8092

CP. No. 14486



Company Secretaries

+91-9990188243 +91-11-43020133



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

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 September 23, 2018 and closed at 5:00 P.M. on September 25, 2018, is as under:

S. NO.	PARTICULARS		DETAILS	
A	DATE OF AGM		26-09-2018	
В	REMOTE E-VOTING PERI	OD	23-09- 2018 (09.00 A to 25-09- 2018 (UPTO 0 (BOTH DAYS INCLUS	15.00 P.M.)
С	TOTAL NUMBER OF RECORD DATE (I.E. SEF CUT-OFF DATE FOR VOT	PTEMBER 19, 2018 -	15346	
	SHAREHOLDERS	VOTED (NO. OF PERSONS OPTED FOR E- VOTING)	VOTED (NO. OF SHARES REPRESENTED)	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP(S)	1	4201162	3.77111
	PUBLIC	6	158801	0.14254
	TOTAL	7	4359963	3.91365

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.

> CP. No. 14486 New Delhi

Thanking you,

Yours Sincerely

Ankush Agarwal

FCS: 9719; CP No.: 14486

Scrutinizer

Date: September 26, 2018

Place: Bangalore

Enclosure(s):

1. Voting Details as per Annexure - 1; and

2. Report of Scrutinizer as Annexure - 2

Received For Xchanging Solutions Limited

MMUAN HOLD

Company Secretary

Date - 26/09/2018



Company Secretaries

+91-9990188243 +91-11-43020133



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

Date: 26.09.2018

To.

Annexue-1

ACP. No. 14486

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

SEVENTEENTH ANNUAL GENERAL MEETING OF XCHANGING SOLUTIONS LIMITED (THE COMPANY) HELD ON 26TH SEPTEMBER, 2018 ON WEDNESDAY AT 10.00 A.M. 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 ("AGM") held on September 26, 2018.

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 17th 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:

- The Company has entered into an arrangement with Karvy Computershare 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 September 19, 2018.
- 3. In accordance with the Notice of the 17th 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 September 23, 2018 and closed at 05:00 P.M. on September 25, 2018.



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- The Equity Shareholders holding shares as on Wednesday, September 19, 2018, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 17th AGM of the Company.
- 5. At the end of remote e-voting period on Tuesday, September 25, 2018, 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 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. Naveen Kumar, R/o No. 4, Venkaeswara Layout, J.P. Nagar, 8th Phase, Bangalore 560076 and Mr. Satish Kumar Nirankar B-904, Sethi Max Royal, Sector 76, Noida 201301, Uttar Pradesh, 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 46 Shareholders present at the AGM holding 101152291 shares present in person or proxy at the AGM casted their vote.
- 9. On Wednesday, September 26, 2018, after counting vote cast at the meeting, the votes cast through remote e-voting process were unblocked at around 11.03 A.M. in the presence of Mr. Naveen Kumar and Mr. Satish Kumar Nirankar who acted as witnesses.
- There were no 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 2018 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON. (ORDINARY 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	44	96951128	100
Through remote e-voting	7	4359963	100
Total	51	101311091	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	NA
Through remote e-voting	0	0	NA
Total	0	0	NA

(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
Total	0	NA

ITEM NO. 2: AS A SPECIAL BUSINESS

TO CONSIDER AND APPROVE APPOINTMENT & REMUNERATION OF MR. SHRENIK KUMAR CHAMPALAL AS WHOLE TIME 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	44	96951128	100
Through remote e-voting	7	4359963	100
Total	51	101311091	100





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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	0	0	NA
Total	0	0	NA

(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
Total	0	NA

ITEM NO. 3: AS A SPECIAL BUSINESS

TO CONSIDER AND APPROVE APPOINTMENT & REMUNERATION OF MR. CHANDRASEKHARA RAO BODDOJU AS MANAGING 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	44	96951128	100
Through remote e-voting	7	4359963	100
Total	51	101311091	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	NA
Through remote e-voting	0	0	NA
Total	0	0	NA





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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
Total	0	NA

ITEM NO. 4: AS A SPECIAL BUSINESS

TO CONSIDER AND APPROVE APPOINTMENT & REMUNERATION OF MR. RAMASWAMY SANKARANARAYANAN KAVALAPARA AS MANAGING DIRECTOR (INTERIM) 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	44	96951128	100
Through remote e-voting	7	4359963	100
Total	51	101311091	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	NA
Through remote e-voting	0	0	NA
Total	0	0	NA

(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
Total	0	NA



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ITEM NO. 5: AS A SPECIAL BUSINESS

TO CONSIDER AND APPROVE APPOINTMENT OF MS. GIDUGU KALPANA TATAVARTI AS NON-EXECUTIVE DIRECTOR OF THE COMPANY (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
Through voting by poll	44	96951128	100
Through remote e-voting	6	4359962	99.9999
Total	50	101311090	99.99999

(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	1	1	Negligible*
Total	1	1	Negligible**

^{* 0.00002% (}Basis total E-voting)

(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
Total	0	NA

ITEM NO. 6: AS A SPECIAL BUSINESS

TO CONSIDER AND DETERMINE THE FEES FOR DELIVERY OF ANY DOCUMENT THROUGH A PARTICULAR MODE OF DELIVERY TO A MEMBER (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	44	96951128	100
Through remote e-voting	6	4359962	99,9999
Total	50	101311090	99,99999

CP. No. 14486

Res.: Flat No. 358, Wisteria Tower, Gaur Saundaryam, Sec- Techzone IV, Greater Noida (West), Control Nagar, U.P.-201306

Office: A-115, 302, 3rd floor, Vakil Chamber, Shakarpur, Delhi-110092

^{** 0.000001% (}Basis total voting)



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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	1	1	Negligible*
Total	1	1	Negligible**

^{* 0.00002% (}Basis total E-voting)

(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
Total	0	NA

- Based on the above voting, all resolutions carried on with requisite majority, accordingly I 11. request the Chairman of the 17th AGM to announce the results of the meeting.
- All relevant records of voting will remain in my custody until the Chairman considers, 12. approves and signs the minutes of the 17th AGM and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

CP. No. 14486

Thanking you,

Your's Sincerely,

Ankush Agarwal FCS: 9719: CP No.: 14486

Scrutinizer

Date: September 26, 2018

Place: Bangalore

Received For Xchanging Solutions Limited

Mayanh Jain Company Secretary Date - 26/09/2018

^{** 0.000001% (}Basis total voting)



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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]

Date: 26.09.2018

To,

The Chairman,

Xchanging Solutions LimitedAnkush Agarwal <ankush@forecoreprofessionals.com>Ankush Agarwal <ankush@forecoreprofessionals.com> 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 17th Annual General Meeting of the Equity Shareholders of Xchanging Solutions Limited held on Wednesday, September 26, 2018 at 10.00 AM 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, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at 17th Annual General Meeting ("AGM") of the Equity Shareholders of Xchanging Solutions Limited held on Wednesday, September 26, 2017 at 10.00 A.M. at SJR I-Park, Plot No. 13, 14, 15, EPIP Industrial Area, Phase I, Whitefield, Bangalore 560 066, submit my report as under:

- 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. Naveen Kumar, R/o No. 4, Venkaeswara Layout, J.P. Nagar, 8th Phase, Bangalore 560076 and Mr. Satish Kumar Nirankar, R/o B-904, Sethi Max Royal, Sector 76, Noida 201301, Uttar Pradesh, 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 46 (forty six).
- 5. The result of 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 2018 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	Number of votes cast by	% of total number of
voting (in person or by proxy)	them	valid votes cast
44	96951128	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Item No. 2: As a Special Business

To consider and approve appointment & remuneration of Mr. Shrenik Kumar Champalal as Whole Time Director of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of members present and	Number of votes cast by	% of total number of
voting (in person or by proxy)	them	valid votes cast
44	96951128	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

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(iii) Invalid votes:

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

Item No. 3: As a Special Business

To consider and approve appointment & remuneration of Mr. Chandrasekhara Rao Boddoju as Managing Director of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of members present and	Number of votes cast by	% of total number of
voting (in person or by proxy)	them	valid votes cast
44	96951128	100

(ii) Voted against the resolution:

Number of members present and	Number of votes cast by	% of total number of
voting (in person or by proxy)	them	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 & remuneration of Mr. Ramaswamy Sankaranarayanan Kavalapara as Managing Director (Interim) of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of members present and	Number of votes cast by	% of total number of
voting (in person or by proxy)	them	valid votes cast
44	96951128	100

CP. No. 14486 New Delhi '*



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(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

Item No. 5: As a Special Business

To consider and approve appointment of Ms. Gidugu Kalpana Tatavarti as Non-Executive Director of the Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and	Number of votes cast by	% of total number of
voting (in person or by proxy)	them	valid votes cast
44	96951128	100

(ii) Voted against the resolution:

Number of members present and	Number of votes cast by	% of total number of
voting (in person or by proxy)	them	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. 6: As a Special Business

To consider and determine the fees for delivery of any document through a particular mode of delivery to a member (Special Resolution)



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(i) Voted in favour of the resolution:

Number of members present and	Number of votes cast by	% of total number of
voting (in person or by proxy)	them	valid votes cast
44	96951128	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 17th AGM and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

CP. No. 14486

Thanking you,

Your's Sincerely,

Ankush Agarwal FCS: 9719; CP No.: 14486

Scrutinizer

Date: September 26, 2018

Place: Bangalore

Received

For Xchanging Solutions Limited

Mayanh John

Company Secretary

Dale - 26/09/2018