



XSL/SE/2018

September 26, 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

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

**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

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 no. 1:	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.
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 no. 2:	To consider and approve appointment & remuneration 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 no.3	To consider and approve appointment & remuneration of Mr. Chandrasekhara Rao Boddoju as Managing 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 no.4	To consider and approve appointment & remuneration 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
Business Item no.5	To consider and approve appointment of Ms. Gidugu Kalpana Tataavarti as Non-Executive Director of the 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 no.6	To consider and determine the fees for delivery of any 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

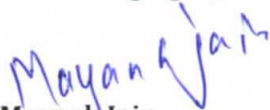
The Scrutinizer submitted its report on voting (including remote e-voting) today i.e. September 26, 2018, to the Company Secretary, authorised by Chairman of the Company and the results of the AGM is now declared.

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 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 31 March 2018 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				
Promoter and Promoter Group	E-Voting		4,201,162	4.1533	4,201,162	0	100.0000	0.0000				
	Poll		96,951,086	95.8467	96,951,086	0	100.0000	0.0000				
	Postal Ballot (if applicable)	101,152,248										
	Total		101,152,248	100.0000	101,152,248	0	100.0000	0.0000				
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000				
	Poll	413,726										
	Postal Ballot (if applicable)											
	Total		0	0.0000	0	0	0.0000	0.0000				
Public- Non Institutions	E-Voting		158,801	1.6142	158,801	0	100.0000	0.0000				
	Poll		42	0.0004	42	0	100.0000	0.0000				
	Postal Ballot (if applicable)	9,837,742										
	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.	2									
Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve appointment & remuneration of Mr. Shrenik Kumar Champalal as Whole Time Director of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	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			
Promoter and Promoter Group	Mode of Voting									
	E-Voting	4,201,162	4.1533	4,201,162	0	100.0000	0.0000			
	Poll	96,951,086	95.8467	96,951,086	0	100.0000	0.0000			
Public- Institutions	Postal Ballot (if 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			
Public- Non Institutions	Poll	413,726	0.0000	0	0	0.0000	0.0000			
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000			
	Total	413,726	0.0000	0	0	0.0000	0.0000			
Public- Non Institutions	E-Voting	158,801	1.6142	158,801	0	100.0000	0.0000			
	Poll	42	0.0004	42	0	100.0000	0.0000			
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000			
Total	158,843	1.6146	158,843	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.	3										
Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve appointment & remuneration of Mr. Chandrasekhara Rao Boddju Boddju as Managing Director of the Company.										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes										
Category	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				
Promoter and Promoter Group	E-Voting	4,201,162	4.1533	4,201,162	0	100.0000	0.0000				0.0000
	Poll	96,951,086	95.8467	96,951,086	0	100.0000	0.0000				0.0000
	Postal Ballot (if applicable)	101,152,248	0	0.0000	0	0	0.0000				0.0000
	Total	101,152,248	100.0000	101,152,248	0	100.0000	0.0000				0.0000
Public- Institutions	E-Voting	0	0.0000	0	0	0.0000	0.0000				0.0000
	Poll	413,726	0.0000	0	0	0.0000	0.0000				0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000				0.0000
	Total	0	0	0	0	0.0000	0.0000				0.0000
Public- Non Institutions	E-Voting	158,801	1.6142	158,801	0	100.0000	0.0000				0.0000
	Poll	9,837,742	0.0004	42	0	100.0000	0.0000				0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000				0.0000
	Total	158,843	1.6146	158,843	0	100.0000	0.0000				0.0000
	Total	111,403,716	90.9405	101,311,091	0	100.0000	0.0000				0.0000



Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve appointment & remuneration of Mr. Ramaswamy Sankaranarayanan Kavalapara as Managing Director (Interim) 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		
Promoter and Promoter Group	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		
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000		
	Total		101,152,248	100.0000	101,152,248	0	100.0000	0.0000		
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000		
	Poll	413,726	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000		
	Total		0	0	0	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		158,801	1.6142	158,801	0	100.0000	0.0000		
	Poll	9,837,742	42	0.0004	42	0	100.0000	0.0000		
	Postal Ballot (if 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.	ORDINARY - To consider and approve appointment of Ms. Gidugu Kalpana Tatavarti as Non-Executive Director of the Company.										
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and approve appointment of Ms. Gidugu Kalpana Tatavarti as Non-Executive Director of the Company.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	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				
Promoter and Promoter Group	Mode of Voting	4,201,162	4.1533	4,201,162	0	100.0000	0.0000				
	E-Voting										
	Poll	96,951,086	95.8467	96,951,086	0	100.0000	0.0000				
Public- Institutions	Postal Ballot (if 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				
Public- Non Institutions	Poll	413,726	0.0000	0	0	0.0000	0.0000				
	Postal Ballot (if applicable)										
	Total	9,837,742	0.0000	0	0	0.0000	0.0000				
Public- Non Institutions	Total	0	0	0	0	0.0000	0.0000				
	E-Voting	158,801	1.6142	158,800	1	99.9993	0.0006				
	Poll	42	0.0004	42	0	100.0000	0.0000				
Public- Non Institutions	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000				
	Total	158,843	1.6146	158,842	1	99.9994	0.0006				
	Total	111,403,716	90.9405	101,311,090	1	100.0000	0.0000				



Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - To consider and determine the fees for delivery of any document through a particular mode of delivery to a member.									
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		
Promoter and Promoter Group	E-Voting		4,201,162	4.1533	4,201,162	0	100.0000	0.0000		
	Poll		96,951,086	95.8467	96,951,086	0	100.0000	0.0000		
	Postal Ballot (if applicable)	101,152,248	0	0.0000	0	0	0.0000	0.0000		
	Total		101,152,248	100.0000	101,152,248	0	100.0000	0.0000		
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)	413,726	0	0.0000	0	0	0.0000	0.0000		
	Total		0	0	0	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		158,801	1.6142	158,800	1	99.9993	0.0006		
	Poll		42	0.0004	42	0	100.0000	0.0000		
	Postal Ballot (if applicable)	9,837,742	0	0.0000	0	0	0.0000	0.0000		
	Total		158,843	1.6146	158,842	1	99.9994	0.0006		
	Total	111,403,716	101,311,091	90.9405	101,311,090	1	100.0000	0.0000		

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

For Xchanging Solutions Limited

Mayank Jain
Mayank Jain
(Company Secretary)





Ankush Agarwal & Associates

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 A.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	DETAILS				
A	DATE OF AGM	26-09-2018				
B	BOOK CLOSURE DATE	20-09- 2018 to 26-09- 2018 (BOTH DAYS INCLUSIVE)				
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE (I.E. SEPTEMBER 19, 2018 - CUT-OFF DATE FOR VOTING PURPOSE)	15346				
D	NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	46				
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	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
E	NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING: NO VIDEO CONFERENCING FACILITY WAS MADE AVAILABLE					





Ankush Agarwal & Associates

Company Secretaries

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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		
B	REMOTE E-VOTING PERIOD	23-09- 2018 (09.00 A.M. ONWARDS) to 25-09- 2018 (UPTO 05.00 P.M.) (BOTH DAYS INCLUSIVE)		
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE (I.E. SEPTEMBER 19, 2018 - CUT-OFF DATE FOR VOTING PURPOSE)	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.

Thanking you,

Yours Sincerely

Ankush Agarwal
FCS: 9719; CP No.: 14486
Scrutinizer



Received

For Xchanging Solutions Limited

Mayank Jain
Company Secretary

Date - 26/09/2018

Date: September 26, 2018

Place: Bangalore

Enclosure(s):

1. Voting Details as per **Annexure - 1**; and
2. Report of Scrutinizer as **Annexure - 2**



Ankush Agarwal & Associates

Company Secretaries

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ankush@forecoreprofessionals.com

Date: 26.09.2018

To,

Annexure - 1

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:

1. 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.



Ankush Agarwal & Associates

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4. 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.
10. 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)

