



XCHANGING SOLUTIONS LIMITED

Regd. Office: SJR I-Park, Plot 13, 14, 15,
EPIP Industrial Area, Phase I, Whitefield, Bangalore 560 066
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E-mail: compliance@asia.xchanging.com, Website: www.xchanging.com

NOTICE

Notice is hereby given that the 14th Annual General Meeting ("AGM") of the members of XCHANGING SOLUTIONS LIMITED ("the Company") will be held on Monday, 25th day of May, 2015 at 10.00 AM at SJR I-Park, Plot 13, 14, 15, EPIP Industrial Area, Phase I Whitefield, Bangalore 560 066, India.

The notice setting out the ordinary and special business proposed to be transacted at the AGM together with the Annual Report has been sent to the members by post or email, as the case may be. In terms of Sections 101 and 136 of the Companies Act, 2013 ("the Act") read with the relevant rules made thereunder, the Annual Report of the Company containing the Notice of Annual General Meeting was sent through electronic mode by Karvy Computershare Private Limited ("Karvy") on 29th April, 2015 to those shareholders who have registered their email address. The physical copies of the Annual Report were also dispatched to the remaining shareholders on 29th April, 2015. The Annual Report along with the Notice of the 14th Annual General Meeting can also be accessed from the website of the Company: www.xchanging.com (<http://www.xchanging.com/investor-relations/xsl-content>) and the website of Karvy: <https://evoting.karvy.com>.

Pursuant to Clause 16 of the Listing Agreement and Section 91 of the Act read with the applicable rules made thereunder, it is hereby intimated that the Register of members and the Share Transfer Books of the Company will remain closed from 12th May, 2015 to 25th May, 2015 (both days inclusive).

In terms of Section 108 of the Act read with the Companies (Management and Administration) Amendment Rules, 2015, the Company has availed the services of Karvy for providing an e-voting platform to the members of the Company.

The remote e-voting shall commence at 09:00 AM on 22nd May, 2015 and will end at 05:00 PM on 24th May, 2015. The facility for remote e-voting shall forthwith be blocked at the end of the period of remote e-voting. The cut-off date for determining the eligibility to vote by electronic means or in the general meeting shall be 18th May, 2015. A member whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.

The facility for voting, either through electronic voting system or ballot or polling paper shall be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting.

In case of any queries or grievances pertaining to the e-voting procedure, shareholders may refer the Frequently Asked Questions (FAQs) and e-voting User Manual available at the download section of <http://evoting.karvy.com> or contact Karvy at Tel No. 1800 345 4001 (toll free). The members may also contact Mr. Anandan K., Manager, Karvy Selenium Tower No.B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, through e-mail at anandan.k@karvy.com and at Tel No. 040-67161591.

Place : Bangalore

Date : May 2, 2015



By Order of the Board



Vinod Goel
Chief Financial Officer