

FORM NO. MGT-13**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman14th Annual General Meeting of the Members
of XCHANGING SOLUTIONS LIMITED,

**Held on 25 May 2015 at 10.00 AM at SJR I-Park, Plot 13, 14, 15., EPIP Industrial Area,
Phase I Whitefield, Bangalore - 560 066**

Dear Sir,

I, Kumar Bhavesh Kishore, a Company Secretary in practice, having office at Flat No. S -1, K-4, Laxmi Nagar, Delhi - 110 092 have been appointed as a Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 14th Annual General Meeting of the Members of Xchanging Solutions Limited, held on 25 May 2015 at 10.00 AM at SJR I-Park, Plot 13, 14, 15., EPIP Industrial Area, Phase I Whitefield, Bangalore - 560 066, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in our presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the voting is as under:
 - a. **Resolution 1 - Adoption of Financial Statements for the year ended 31st December, 2014:**

i. Voted **in favour** of 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
38	83,552,849	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	0



iii. **Invalid** votes:

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

b. **Resolution 2 - Ratification of Appointment of M/s Price Waterhouse Chartered Accountants LLP as Statutory Auditors of the Company and fixing their remuneration:**i. Voted **in favour** of 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
38	83,552,849	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	0

iii. **Invalid** votes:

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

c. **Resolution 3 - Appointment of Mr. Alok Kumar Sinha as a Director of the Company:**i. Voted **in favour** of 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
37	83,552,839	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
1	10	0

iii. **Invalid** votes:

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



d. Resolution 4 - Appointment of Mr. Alok Kumar Sinha as Whole-time Director and Chief Executive Officer of the Company for a period of 3 years with effect from November 07, 2014:

i. Voted **in favour** of 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
37	83,552,839	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
1	10	0

iii. **Invalid** votes:

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

e. Resolution 5 - Appointment of Mr. Ashok Kumar Ramanathan as an Independent Director to hold office for a term of 5 years from the date of this Annual General Meeting:

i. Voted **in favour** of 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
37	83,552,839	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
1	10	0

iii. **Invalid** votes:

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

f. Resolution 6 - Appointment of Mr. Henry D Souza as an Independent Director to hold office for a term of 5 years from the date of this Annual General Meeting:

i. Voted **in favour** of 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
37	83,552,848	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
1	1	0

iii. **Invalid** votes:

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

g. Resolution 7 - Appointment of Ms. Gopika Pant as an Independent Director to hold office for a term of 5 (five) years from the date of this Annual General Meeting:i. Voted **in favour** of 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
37	83,552,839	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
1	10	0

iii. **Invalid** votes:

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

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Date : May 25, 2015
Place: BangaloreCS Kumar Bhavesh Kishore
Practicing Company Secretary
CP No.: 11598

PARAMESHWARA G.



S. K. SHARMA

