



Xchanging Solutions Limited

CIN- L72200KA2002PLC030072

Registered Office: SJR I Park, Plot No. 13, 14, 15, EPIP Industrial Area
Phase - I, Whitefield, Bangalore-560066
Tel.: +91 80 3054 0000; Fax: +91 80 4115 7394
Email: info@xchanging.com Website: www.xchanging.com

Public Notice for the 15th Annual General Meeting

Notice is hereby given that the 15th (Fifteenth) Annual General Meeting (AGM) of the members of Xchanging Solutions Limited is scheduled to be held on Monday, June 27, 2016 at SJR I Park, Plot No.13,14,15, EPIP Industrial Area, Phase - I, Whitefield, Bangalore-560066 at 10:00 AM to transact the business as set out in the notice of the meeting.

The Company has on Friday, June 03, 2016, completed:

1. the physical dispatch of notice of the 15th Annual General Meeting along with the annual report for the financial year ended December 31, 2015 to the Members whose email ID's are not registered with the Depositories or with the Company; and
2. sent emails through Karvy Computershare Private Limited (Karvy) containing notice of the 15th Annual General Meeting along with the annual report for the financial year ended December 31, 2015 to the members whose email ID's are registered with the Depositories or with the Company.

Attendance slip, proxy form and instructions and manner of e-voting are part of Notice of the AGM. For Login ID and Password for e-voting, kindly refer to the notes section in the Notice of AGM.

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the businesses as set out in the notice of the AGM may be transacted through e-Voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM will be provided by Karvy.

Members holding shares in physical/ demat form have an option to vote either through remote e-voting or at the meeting through ballot process. Members can opt for only one mode of voting i.e. either remote e-voting OR ballot process. In case any Member casts vote through both the modes, then voting done through remote e-voting shall prevail and voting done at the meeting through ballot process will be treated as invalid. Facility for voting through ballot process shall be made available at the AGM. The members who have cast their votes by e-voting may attend the meeting but shall not be entitled to cast their vote again.

The voting rights of members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. June 20, 2016. A person 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 e-voting as well as voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purpose only. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@karvy.com.

The remote e-voting period shall commence on Friday, June 24, 2016 (9:00 am) and ends on Sunday, June 26, 2016 (5:00 pm). During this period, members' holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter and e-voting shall not be allowed beyond said date and time. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The Board of Directors of the Company has appointed Mr. Ankush Agarwal, Proprietor M/s Ankush Agarwal & Associates, Company Secretaries, as Scrutinizer to conduct the voting (including e-voting) in a fair and transparent manner.

The documents pertaining to the items of the business to be transacted are available for inspection at the Registered Office of the Company during 11:30 A.M. to 1:30 P.M on any working day except Saturday, Sunday and Public holidays. Members may also note that the Notice of the 15th Annual General Meeting is also available on the Company's website <http://www.xchanging.com/investor-relations/xsl-content> and on the website of Karvy at <https://evoting.karvy.com> for download.

The results along with the report of the Scrutinizer shall be intimated to the Stock Exchanges where securities of the Company are listed and will be displayed along with the Scrutinizer's report on the Company's website <http://www.xchanging.com/investor-relations/xsl-content> and Karvy website <https://evoting.karvy.com>.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of <https://evoting.karvy.com> or call on toll free no.: 1-800-3454-001. In case of any queries or grievances relating to voting, the Shareholders may contact Mr. Anandan K, Manager at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 at email id Anandan.k@karvy.com and contact no. - 040-67161591. Kindly refer to the Notice of 15th Annual General Meeting for more details on Annual General Meeting and remote e-voting.

Persons entitled to attend and vote at the meeting, may vote in person or by proxy/ through authorized representative, provided that all proxies in the prescribed form/authorization duly signed by the person entitled to attend and vote at the meeting are deposited at the Registered Office of the Company, not later than 48 hours before the meeting.

The above information is also available on Company's website <http://www.xchanging.com/investor-relations/xsl-content> and also on the website of stock exchanges i.e NSE - www.nseindia.com and BSE - www.bseindia.com.

By order of the Board
For Xchanging Solutions Limited

Mayank Jain
Company Secretary
Membership No.: ACS 26620

Date: - June 03, 2016
Place: - Gurgaon