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 17<sup>th</sup> 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 17<sup>th</sup> 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<br>no. 1: | To receive, consider and adopt audited Financial<br>Statements (Standalone and Consolidated) of the<br>Company for the financial year ended 31 March 2018<br>and the Reports of the Board of Directors and Auditors<br>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<br>no. 2: | To consider and approve appointment & remuneration<br>of Mr. Shrenik Kumar Champalal as Whole Time<br>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<br>no.3   | To consider and approve appointment & remuneration<br>of Mr. Chandrasekhara Rao Boddoju as Managing<br>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   |

#### 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

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# DXC

| Business Item<br>no.4 | To consider and approve appointment & remuneration<br>of Mr. Ramaswamy Sankaranarayanan Kavalapara as<br>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<br>no.5 | To consider and approve appointment of Ms. Gidugu<br>Kalpana Tatavarti as Non-Executive Director of the<br>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<br>no.6 | To consider and determine the fees for delivery of any<br>document through a particular mode of delivery to a<br>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

NUM MayankJain

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



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| Hareholders on record date       Is present in the meeting either in person or       Is present in the meeting either in person or       Is attended the meeting through Video       Is a ORDINARY - To receive, consider and a 31 March 2018 and the Reports of the bold       Is a No     Is a not of shares       In oncer     Is No. of shares       In oncer     Pouli       In oncer     Is a not of shares       In oncer     Pouli       In oncer     Is a not of shares       In oncer     Pouli       Pouli     Pouli  |   |                                      |   | 26-09-2018                                |                         |  |                                       |  |   |
|---|---|--------------------------------------|---|---|-------------------------|--|---------------------------------------|--|---|
| And the interfact the meeting through Video         1           accorded the meeting ether in person or<br>inder Group:         3           accorded the meeting through Video         3           and the fiber in person or<br>inder Group:         1           accorded the meeting through Video         Nor Applicable           and the fiber in person or<br>inder Group:         Nor Applicable           and the fiber in person or<br>inder Group:         Nor Applicable           and the fiber in person or<br>inder Group:         Nor Applicable           Anothing through Video         Nor Applicable           No<         Nor Applicable           No<         No<           No<         No<           No<         No<           No<         No<           No<         No<           No<         No           No<         No           No<         No           No<         No           No<         No           No         No<  | Total number of charden                     | Idore on socord data                 |   | 16346                                     |                         |  |                                       |  |   |
| Inder Group:         3           Inder Group:         43           Inder Group:         43           Inder Group:         43           Inder Group:         43           Inder Group:         14           Inder Group:         14           Inder Group:         Nor Applicable           No<  |   | iders on record date                 |   | 0524D                                     |                         |  |                                       |  |   |
| $ \begin{array}{ c c c c c c c c c c c c c c c c c c c$   | No. of shareholders pres                    | ent in the meeting eit               | her in person or  |   |                         |  |                                       |  |   |
| $ \begin{array}{ c c c c c c c c c c c c c c c c c c c$   | Promoters and Prom                          | oter Group:                          |   | 3   |                         |  |                                       |  |   |
| Interesting through Video         Next Applicable           Inter Group:         Next Applicable           Inter Group:         Next Applicable           Inter Group:         Next Applicable           Inter Company for the Reports of the Board of Directory and Auditors thereon.         % of Votes in % of   | Public:                                     |                                      |   | 43  |                         |  |                                       |  |   |
| Image: condition in the second of the company for the financial year endo in the company for the company fore | No. of Shareholders atte                    | nded the meeting thro                | ough Video  |   |                         |  |                                       |  |   |
| Incr Applicable         Nor Applicable           1         1           1         0R0 NARY - To receive, consider and adopt audited financial statements (Standalone and Consolidated) of the Company for the financial year ende<br>31 March 2013 and the Reports of the Board of Directors and Auditors thereon.           0 R0 NARY - To receive, consider and adopt audited financial statements (Standalone and Consolidated) of the Company for the financial year ende<br>31 March 2013 and the Reports of the Board of Directors and Auditors thereon.           0 R0 NARY - To receive, consider and adopt audited financial statements (Standalone and Consolidated) of the Company for the financial year ende<br>31 March 2013 and the Reports of the Board of Directors and Auditors thereon.           0 R0 No   | Promoters and Prom                          | oter Group:                          |   | Not Applicable                            |                         |  |                                       |  |   |
| 1   | Public:                                     |                                      |   | Not Applicable                            |                         |  |                                       |  |   |
| ORDINARY - To receive, consider and adopt audited Financial Startments (Standalone and Consolidated) of the Company for the Financial year ende<br>3.1 March 2018 and the Reports of the Board of Directors and Auditors thereon.           ORDINARY - To receive, consider and adopt audited Financial Startments (Standalone and Consolidated) of the Company for the Financial year ende<br>with the Reports of the Board of Directors and Auditors thereon.           No         No <th< td=""><td>Resolution No.</td><td>1</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></th<>   | Resolution No.                              | 1                                    |   |   |                         |  |                                       |  |   |
| No         No<  | Resolution required:<br>(Ordinary/ Special) | ORDINARY - To re<br>31 March 2018 ar | cceive, consider and<br>ad the Reports of th  | adopt audited Fina<br>e Board of Director | ncial Statements (S     | itandalone and Cor   | nsolidated) of the (                  | Company for the fin                    | ancial year ended   |
| No         No<  | Whether promoter/                           |                                      |   | 「日本」の「日本」」                                |                         | のことのというないないないない  | 「「「「「」」」」」」」」」」」」」」」」」」」」」」」」」」」」」」」  | 「「「「「「「「」」」」」」」」」」」」」」」」」」」」」」」」」」」」」」 | an State of the State of the  |
| No         No         No         % of Votes Polled         % o  | promoter group are                          |                                      |   |   |                         |  |                                       |  | 「「「「「「「「」」」」  |
| $ \begin{array}{ c c c c c c c c c c c c c c c c c c c$   | interested in the                           |                                      |   |   |                         |  |                                       |  | and the second se |
| $ \begin{array}{c c c c c c c c c c c c c c c c c c c $   | igenda/resolution?                          | No                                   |   |   | Solution County of      | and the second s | 「「「「「「」」」」                            |  | 「「「「「「「」」」」   |
| $ \begin{array}{ c c c c c c c c c c c c c c c c c c c$   |   |                                      |   |   | otes Polled<br>standing |  |                                       | % of Votes in<br>favour on votes       | % of Votes<br>against on votes  |
| $ \begin{array}{ c c c c c c c c c c c c c c c c c c c$   | steeport                                    | Made of Mating                       | NO. Of Shares   |   | 001 =11111              | No. of Votes - in  | No. of Votes -                        | polled                                 | polled  |
| $ \begin{array}{c c c c c c c c c c c c c c c c c c c $   | 1.50  | E-Voting                             | 100000  | 4.201.162                                 | 4.1533                  | 4.201.162  | (ר) זכוווספס                          | 11+11-101                              | 00T_[(z)/(c)]=(/)   |
| $ \begin{array}{c ccccccccccccccccccccccccccccccccccc$  |   | Dull                                 | -   | 96 951 D86                                | D5 8467                 | 06 051 006   |                                       |  | 0,000   |
|   | romoter and Promoter                        | Postal Ballot (if                    | 101,152,248   | 000/100/00                                | 2010-00                 | 000/100/00   |                                       |  | 0.000   |
|   | Group                                       | applicable)                          |   |   | 0.000                   | 0  |                                       |  | 0.0000  |
| $ \begin{array}{ c c c c c c c c c c c c c c c c c c c$   |   | Total                                | A STATE OF | 101,152,248                               | 100.0000                | 101,152,248  | TO THE OWNER WANTED                   | であるのでは                                 | 0.0000  |
| $ \begin{array}{ c c c c c c c c c c c c c c c c c c c$   |   | E-Voting                             |   | 0   | 0.0000                  |  |                                       |  | 0.0000  |
| Postal Ballot (if         0         0.00000  |   | Poll                                 | 413.726   | 0   | 0.0000                  |  |                                       |  |   |
| $ \begin{array}{ c c c c c c c c c c c c c c c c c c c$   | Public-Institutions                         | Postal Ballot (if<br>applicable)     |   | 0   | 0,0000                  | 0  |                                       |  |   |
| E-Voting         158,801         1.6142         158,801         0         100.0000         0.000           Poil         9,837,742         42         0.0004         42         0         100.0000         0.000           Poil         9,837,742         42         0.0004         42         0         100.0000         0.000           Postal Ballot (if         9,837,742         0         0.0004         42         0         100.0000         0.000           Applicable)         1         0         0.0000         0.0000         0.000         0.000           Total         111,403,716         101,311,091         90.9405         101,314,091         0         100.0000         1.00.0000         0.0000   |   | Total                                | 「日本になる」のないである   | 0   | 0                       | 0  |                                       | いたいの                                   | 日本の日本の  |
| Poil         9,837,742         42         0.0004         42         0         100.0000         0.000           Postal Ballot (if<br>applicable)         9,837,742         42         0         100.0000         0.000         0.000           Total         111,403,716         158,843         1.6146         158,843         0         100.0000         0.000           Total         111,403,716         101,311,091         90.9405         101,314,091         0         100.0000         6.000  |   | E-Voting                             |   | 158,801                                   | 1.6142                  | 158,801  | 0                                     | 1(                                     |   |
| Postal Ballot (if   |   | Poll                                 | 9.837.742   | 42  | 0.0004                  | 42   |                                       |  | 0.0000  |
| Total         158,843         1.6146         158,843         0         100.0000         0.000           Total         111,403,716         101,311,091         90.9405         101,314,091         0         100.0000         6000   | ublic- Non Institutions                     | Postal Ballot (if<br>applicable)     |   | 0   | 0.0000                  | C  |                                       |  | Lineary of  |
| 111,403,716 101,311,091 90.9405 101,311,091 0 100.0000 / Stone  |   | Total                                | Contraction of the  | 158,843                                   | 1.6146                  | 158,843  | · · · · · · · · · · · · · · · · · · · | 10                                     | - Walk  |
|   |   | Total                                | 111,403,716   | 101,311,091                               | 90.9405                 | 101,311,091  | 0                                     | いいの                                    | La  |
|   |   |                                      |   |   |                         |  |                                       |  |   |

|  | 7                 |  |                  |                               |                                  |                             |                      |                   |
|--|-------------------|--|------------------|-------------------------------|----------------------------------|-----------------------------|----------------------|-------------------|
| 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          | enik Kumar Champ                 | alal as Whole Time          | e Director of the Co | mpany.            |
| Whether promoter/<br>promoter group are<br>interested in the |                   |  |                  |                               |                                  |                             |                      |                   |
| agenda/resolution?   | No                | がなれてい  | のないのでのないのない      |                               |                                  |                             |                      |                   |
|  |                   |  |                  |                               |                                  |                             |                      |                   |
|  |                   |  |                  | % 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 - | No. of Votes -              | polled               | polled            |
| Category   | Mode of Voting    | heid (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                           |                      | 0.0000            |
|  | Poll              | 01 11 101  | 96,951,086       | 95.8467                       | 96,951,086                       | 0                           | 100.0000             | 0.0000            |
| Promoter and Promoter  | Postal Ballot (if | 247'7CT'TOT  |                  |                               |                                  |                             |                      |                   |
| Group  | applicable)       |  | 0                | 0.0000                        | 0                                | 0                           | 0.0000               | 0.0000            |
|  | Total             |  | 101,152,248      | 100.0000                      | 101,152,248                      | A STATE OF A STATE OF       | 100.000              | 0.0000            |
|  | E-Voting          |  | 0                | 0.0000                        | 0                                | 0                           | 0.0000               | 0.0000            |
|  | Poll              | 367 614  | 0                | 0.0000                        | 0                                | 0                           | 0.0000               | 0.0000            |
|  | Postal Ballot (if | 07//074  |                  |                               |                                  |                             |                      |                   |
| Public-Institutions  | applicable)       |  | 0                | 0.0000                        | 0                                | 0                           | 0.0000               | 0.0000            |
|  | Total             | 「「「「「「「「」」」  | 0                |                               | 0                                | O State of the state of the | 0.0000               | 0.0000            |
|  | E-Voting          |  | 158,801          | 1.6142                        | 158,801                          | 0                           | 100.0000             | 0.0000            |
|  | Poll              | CAT 759 0  | 42               | 0.0004                        | 42                               | 0                           | 100.0000             | 0.0000            |
|  | Postal Ballot (if | 111/100/0  |                  |                               |                                  |                             |                      |                   |
| Public- Non Institutions                                     | applicable)       |  | 0                | 0.0000                        | 0                                | 0                           | 0.0000               | 0.0000            |
|  | Total             | Line and a state of the  | 158,843          | 1.6146                        | 158,843                          | 0                           | 100.0000             | 0.0000            |
| 「「「「「「「「」」」」」」」」」」」」」」」」」」」」」」」」」」」」」                        | Total             | 111.403.716  | 101.311.091      | 90,9405                       | 101.311.091                      | U THE MERINE                | 100 0000             | UUUUU U           |



| Resolution No.   | m                  |   |                  |                               |                    |                |                   |                   |
|--|--------------------|---|------------------|-------------------------------|--------------------|----------------|-------------------|-------------------|
| Resolution required:   | SPECIAL - To consi | SPECIAL - To consider and approve appointment & remuneration of Mr. Chandrasekhara Rao Boddju   | pointment & remu | neration of Mr. Chi           | andrasekhara Rao E | toddju         |                   |                   |
| (Ordinary/ Special)  | Boddoju as Mana    | Boddoju as Managing Director of the Company.  | Company.         |                               |                    |                |                   |                   |
| Whether promoter/<br>promoter group are<br>interested in the |                    |   |                  |                               |                    |                |                   |                   |
| agenda/resolution:   | tes                |   |                  |                               | Not Changeline and |                | NAME OF THE OWNER |                   |
|  |                    |   |                  | % 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               | 010 131 101   | 96,951,086       | 95.8467                       | 96,951,086         | 0              | 100.0000          | 0.0000            |
| Promoter and Promoter  | Postal Ballot (if  | 047'7CT'TOT   |                  |                               |                    |                |                   |                   |
| 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               | 202 C 14  | 0                | 0.0000                        | 0                  | 0              | 0.0000            | 0.0000            |
|  | Postal Ballot (if  | 07/075  |                  |                               |                    |                |                   |                   |
| Public-Institutions  | applicable)        |   | 0                | 0.0000                        | 0                  | 0              | 0.0000            |                   |
|  | Total              | and the second se | 0                | 0                             | 0                  | 0              | 0.0000            | 0.0000            |
|  | E-Voting           |   | 158,801          | 1.6142                        | 158,801            | 0              | 100.0000          | 0.0000            |
|  | Poll               | CNT 700 0   | 42               | 0.0004                        | 42                 | 0              | 100.0000          | 0.0000            |
|  | Postal Ballot (if  | 111/1000  |                  |                               |                    |                |                   |                   |
| Public- Non Institutions                                     | applicable)        |   | 0                | 0.0000                        |                    | 0              |                   |                   |
|  | Total              | and the second second   | 158,843          | 1.6146                        | 158,843            | 0              | 100.0000          | 0.0000            |
| 大学のないた 日の代目のな しかいたいしょう                                       | Total              | 111 403 716   | 101.311.091      | 90.9405                       | 101.311.091        | 0、小小小小小小小小小    | 100.0000          | 0,0000            |

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| Resolution required:   | SPECIAL - To cons                        | ider and approve ap   | pointment & remu | ineration of Mr. Ra           | naswamy Sankarar  | narayanan Kavala   | SPECIAL - To consider and approve appointment & remuneration of Mr. Ramaswamy Sankaranarayanan Kavalapara as Managing Director (Interim) of | ector (Interim) of |
|--|--|---|------------------|-------------------------------|-------------------|--|---|--------------------|
| (Ordinary/ Special)  | the Company.                             |   |                  |                               |                   |  | 2   |                    |
| Whether promoter/<br>promoter group are<br>interested in the |  |   |                  |                               |                   |  |   |                    |
| agenda/resolution?   | No                                       | 「「御史」の「「「   |                  | 「「「「「「「」」」の「「」」」」             | の一般のない、「「「「「」」」   | の時間の時間の  | ~ 日間に 日本語の 一日 日本語   |                    |
|  |  |   |                  |                               |                   |  |   |                    |
|  |  |   |                  | % 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                                     | 010 011 101   | 96,951,086       | 95.8467                       | 96,951,086        |  | 0 100.0000  | 0.0000             |
| Promoter and Promoter  | Postal Ballot (if                        | 047'7CT'TNT   |                  |                               |                   |  |   |                    |
| Group  | applicable)                              |   | 0                | 0.0000                        | 0                 |  | 0.0000  | 0.0000             |
|  | Total                                    | and build the second of the   | 101,152,248      | 100.0000                      | 101,152,248       | ないできたのです。  | 0 100.0000  | 0.0000             |
|  | E-Voting                                 |   | 0                | 0.0000                        | 0                 |  | 0.0000  | 0.0000             |
|  | Poll                                     | 200 614   | 0                | 0.0000                        | 0                 |  | 000000 0.00000  | 0.0000             |
|  | Postal Ballot (if                        | 07/074  |                  |                               |                   |  |   |                    |
| Public-Institutions  | applicable)                              |   | 0                | 0.0000                        | 0                 |  | 0.0000  | 0.0000             |
|  | Total                                    |   | 0                | 0                             | 0                 | A State of the sta | 00000 0.00000   | 0,0000             |
|  | E-Voting                                 |   | 158,801          | 1.6142                        | 158,801           |  | 0 100.0000  | 0.0000             |
| 2  | Poll                                     | CAT 759 0   | 42               | 0.0004                        | 42                |  | 0 100.0000  | 0.0000             |
|  | Postal Ballot (if                        | 741'100'0   |                  |                               |                   |  |   |                    |
| Public- Non Institutions                                     | applicable)                              |   | 0                | 0.0000                        | 0                 |  | 0.0000  | 0.0000             |
|  | Total                                    | and the second se | 158,843          | 1.6146                        | 158,843           | the state of the second second   | 0 100.0000  | 0.0000             |
| このであた なのたちのからの ちちち ちちちちち                                     | 二日の二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二 | 715 505 444   | 100 110 100      | 00.0405                       | 101 115 101       |  | 1000000   | 00000              |

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| appoi   | appointment of Ms. Gidug<br>% of Vc<br>no. of votes<br>polled (2)<br>4,201,162           | dugu Kalpana Ta   | the second of Month                          |                     |  |  |
|---|--|---|--|---------------------|--|--|
| ary/Special)<br>er promoter/<br>ter group are<br>ted in the<br>i/resolution?<br>ter and Promoter<br>Institutions  | intrnent of Ms. Gi<br>% of<br>% of<br>% of<br>an c<br>shar<br>d (2)<br>(3)=<br>4,201,162 | dugu Kalpana Ta   | the block of hours                           |                     |  |  |
| er promoter/<br>ter group are<br>ted in the<br>v/resolution? No<br>ry Mode of Voting held (1) pollet<br>E-Voting Poll<br>ter and Promoter Postal Ballot (If 101,152,248<br>Poll 101,152,248<br>Poll 7014<br>F-Voting Poll 413,726<br>Poll Postal Ballot (If 413,726<br>Poll Postal Ballot (If Postal Ball   | 1,162  |   | ALAVAT U AS INON-EXI                         | ecutive Director of | f the Company.   |  |
| ter group are<br>ted in the<br>No<br>ry<br>Mono of shares<br>No. of shares<br>No. of shares<br>No. of shares<br>No. of<br>held (1)<br>pollet<br>E-Voting<br>Poll<br>No. of shares<br>Poll<br>Postal Ballot (if<br>Postal Postal Ballot (if<br>Postal Postal Postal Po | 1,162  |   |  |                     | and a state of the | 「日本のない」の   |
| ted in the No<br>/resolution? No<br>ry Mode of Voting No. of shares No. o<br>ry Mode of Voting held (1) pollet<br>E-Voting Poll 101,152,248<br>Poll 101,152,248<br>Poll 413,726<br>Poll 70tal Ballot (if 413,726<br>Poll Postal Ballot (if 713,726<br>Poll Postal Poll 713,726<br>Poll Postal Pallot (if 713,726<br>Poll Postal Poll 713,726<br>Poll 713,726<br>Pol 713,726<br>P  | 1,162  |   |  |                     | のないのないないない   | State of the state |
| lyresolution? No<br>ry Mode of Voting No. of shares No. o<br>Mode of Voting held (1) pollet<br>E-Voting Poll 101,152,248<br>Poll 101,152,248<br>Poll 413,726<br>Poll 413,726<br>Poll Postal Ballot (if 413,726<br>Poll Postal Ballot (if 913,726<br>Poll Postal Ballot (if Postal   | 1,162  | 「日本」の   |  | たいとうないたち            | 「「「「「「」」」」」」」」」」」」」」」」」」」」」」」」」」」」」」」」   |  |
| ry Mode of Voting No. of shares No. o<br>No. of shares No. o<br>Follet<br>ter and Promoter E-Voting held (1) pollet<br>Poll Postal Ballot (if 101,152,248<br>Poll 101,152,248<br>Poll 413,726<br>Postal Ballot (if 413,726<br>Postal Ballot (if Postal Ballot (if Postal Ballot (if Postal Ballot (if Postal Ballot Postal Ballot Postal Poll Postal Poll Postal Poll Postal Poll Postal Poll Postal Poll Poll Poll Postal Poll Poll Poll Poll Poll Poll Poll Po  | 1,162  | and the second se | S. P. S. | のないないのないない          | E Carlifornia and a land   | A STATE OF THE STA |
| ry Mode of voting held (1) pollet<br>ter and Promoter Postal Ballot (16<br>Poll 101,152,248<br>Poll 101,152,248<br>Postal Ballot (16<br>Postal Ballot (16<br>Postal Ballot (17<br>Postal Postal Pos  | 1,162  |   |  |                     |  |  |
| ry Mode of Voting No. of shares No. o<br>Mode of voting held (1) pollet<br>E-voting Poll 101,152,248<br>Poll Postal Ballot (if 101,152,248<br>Postal Ballot (if 101,152,248<br>Poll 101,152,254<br>Poll 101,152,25                      | 1,162  |   |  |                     |  |  |
| ry Mode of Voting No. of shares No. o<br>Mode of Voting Held (1) pollet<br>E-Voting Poll 101,152,248<br>Poll Postal Ballot (If 101,152,248<br>Poll 413,726<br>Poll Postal Ballot (If 413,726<br>Poll Postal Ballot (If Postal Ballot (If Postal Ballot (If Postal Ballot E-Voting Poll Postal Poll Postal Poll Postal Poll Poll Poll Poll Poll Poll Poll Po   | 1,162  | % of Votes Polled   |  |                     | % of Votes in<br>favour on votes   | % of Votes<br>against on votes   |
| ry Mode of Voting held (1) polleter and Promoter E-Voting 101,152,248 Poll 101,152,254 Poll 101,1554 Poll 101,15  | 1,162  | 0   | No. of Votes – in                            | No. of Votes –      | polled   | polled   |
| ter and Promoter E-Voting 101,152,248<br>Poil Postal Ballot (if 101,152,248<br>applicable) 101,152,248<br>E-Voting 101,152,248<br>Postal Ballot (if 413,726<br>Postal Ballot (if 413,726<br>Postal Ballot (if 701) 101,152,248<br>Poil Poil 101,152,248   | 4,201,162  | /(1)]* 100  |  | against (5)         | (6)=[(4)/(2)]*100  | (7)=[(5)/(2)]*100  |
| ter and Promoter Postal Ballot (if Postal Ballot (if Postal Ballot (if Postal Ballot (if Additions) =   |  | 4.1533  | 4,201,162                                    |                     | 0 100.0000   | 0.0000   |
| ter and Promoter Postal Ballot (if 101,132,248<br>applicable)<br>Total<br>E-Voting<br>Poll<br>Institutions applicable)<br>E-Voting<br>E-Voting<br>Poll<br>Poll  | 96,951,086   | 95.8467   | 96,951,086                                   |                     | 0 100.0000   | 0.0000   |
| applicable)<br>Total<br>E-Voting<br>Poll<br>Postal Ballot (if<br>Postal Ballot (if<br>Postal Ballot (if<br>Frotal<br>E-Voting<br>E-Voting<br>Poll<br>Poll   |  |   |  |                     |  |  |
| Total     Total       E-Voting     413,726       Postal Ballot (if applicable)     413,726       Total     E-Voting       Fouring     Poll  | 0  | 0.0000  | 0  |                     | 0.0000   | 0.0000   |
| E-Voting<br>Poll<br>Postal Ballot (if<br>applicable)<br>Total<br>E-Voting<br>Poll   | 101,152,248  | 100.0000  | 101,152,248                                  |                     | 0 100.0000   | 0.0000   |
| Poll<br>Postal Ballot (if<br>applicable)<br>Total<br>E-Voting<br>Poll   | 0  | 0.0000  | 0  |                     | 0 0:0000   | 0.0000   |
| Postal Ballot (if<br>applicable)<br>Total<br>E-Voting<br>Poll   | 0  | 0.0000  | 0  | )                   | 00000 0.0000   | 0.0000   |
| applicable)<br>Total<br>E-Voting<br>Poll  |  |   |  |                     |  |  |
| ing   | 0  | 0.0000  | 0  |                     | 0 0.0000   | 0.0000   |
| oting   |  | 0   | 0  |                     | 0.0000   | 0.0000   |
|   | 158,801  | 1.6142  | 158,800                                      |                     | 1 99.9993  | 0.0006   |
|   | 42   | 0.0004  | 42   |                     | 0 100.0000   | 0.0000   |
| Postal Ballot (if   |  |   |  |                     |  |  |
| Public- Non Institutions applicable)  | . 0  | 0.0000  | 0  |                     | 0.0000   | 0.0000   |
| Total   | 158,843  | 1.6146  | 158,842                                      |                     | 1 99.9994  | 0.0006   |
| Total 111,403,716 1   | 101,311,091  | 90,9405   | 101,311,090                                  | 「「「「「「「「」」」」」       | 100.000  | 0,0000   |
|   |  |   |  |                     |  |  |
|   |  |   |  |                     |  |  |
|   |  |   |  |                     |  |  |

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| Resolution required:     |  |  |                                       |  |                       |   |                       |                   |
|--------------------------|--|--|---------------------------------------|--|-----------------------|---|-----------------------|-------------------|
|                          |  |  |                                       |  |                       |   |                       |                   |
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| Whether promoter/        | のないのであるのであるのです。  | ないないのであるので   |                                       | ないとないたのである   | State State State     | A State State State State   | のないのであるのである           |                   |
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| interested in the        |  | 北の小市のからの   | ないが、小田のかた                             | the second of the  | 「日本市」「「「「「「」」」」       | 「「ない」のないのである  | And the second second |                   |
| agenda/resolution?       | No   |  |                                       | and the second second  | and the second second | のないないのです  | - I State Party and   |                   |
|                          |  |  |                                       |  |                       |   |                       |                   |
|                          |  |  |                                       |  |                       |   |                       |                   |
|                          |  |  |                                       | % 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   | 1  | 96,951,086                            | 95.8467  | 96,951,086            | 0   | 100.0000              | 0.0000            |
| Bromoter and Dromoter    | Postal Ballot (if  | 101,152,248  |                                       |  |                       |   |                       |                   |
|                          | annicable)   |  | 0                                     | 0.0000   | 0                     | 0   | 0.0000                | 0.0000            |
| doo io                   | Total  | の日本のないののの日本の   | 101 152 248                           | JL Contraction   | 101.152.248           | 0   | 100.0000              | 0.0000            |
|                          | 10(01  | A REAL PROPERTY AND A REAL |                                       | A Designation of the local distance of the l |                       |   |                       |                   |
|                          | E-Voting   |  |                                       |  |                       |   |                       |                   |
|                          | Poll   | 367 514  | 0                                     | 0,0000   | 0                     | 0   | 0.0000                | 0.0000            |
|                          | Postal Ballot (if  | 07/1076  |                                       |  |                       |   |                       |                   |
| Public-Institutions      | applicable)  |  | 0                                     | 0.0000   | 0                     | 0   |                       |                   |
|                          | Total  | a survey of the state of the   | 0                                     | 0  | 0                     |   | 0.0000                | 0.0000            |
|                          | E-Voting   |  | 158,801                               | 1.6142   | 158,800               | 1   | 1 99.9993             | 0.0006            |
|                          | Polt   |  | 42                                    | 0.0004   | 42                    | 0   | 100.0000              | 0.0000            |
|                          | Postal Ballot (if  | 9,831,142  |                                       |  |                       |   |                       |                   |
| Public- Non Institutions | applicable)  |  | 0                                     | 0.0000   | 0                     | 0   | 0.0000                | 0.0000            |
|                          | Total  |  | 158,843                               | 1.6146   | 158,842               | L'and the second second   | 1 99.9994             | 0.0006            |
|                          | A CONTRACTOR OF A CONTRACTOR O | 100 000 100  | FUC FAC FOF                           | aneane   | 101 211 000           | and the second se | 1000001               | 00000             |

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

For Xchanging Solutions Limited Mayank Jain (Company Secretand





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**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:

|                                      |   |   | DETAIL   | .S  |   |  |
|--------------------------------------|---|---|--|---|---|--|
| DATE OF AGM                          |   |   | 26-09-2  | 2018  |   |  |
| BOOK CLOSURE DA                      | ТЕ  |   |  |   |   |  |
| ON RECORD DATE                       | (I.E. SEPTEMI   | BER   | 15346  |   |   |  |
| THE MEETING EIT                      | THER IN PERS  |   | 46   |   |   |  |
| SHAREHOLDERS                         | PRESENT<br>IN<br>PERSON   | THE   | ROUGH  | TOTAL   | SHARES  | % TO<br>CAPITAL  |
| PROMOTER AND<br>PROMOTER<br>GROUP(S) | 3   |   | 0  | 3   | 101152248   | 90.79791   |
| PUBLIC                               | 43  |   | 0  | 43  | 43  | 0.00004  |
| TOTAL                                | 46  |   | 0  | 46  | 101152291   | 90.79795   |
|                                      |   |   |  |   | VAS MADE AV   | AILABLE  |
|                                      | BOOK CLOSURE DAY<br>TOTAL NUMBER OF<br>ON RECORD DATE<br>19, 2018 - CUT-<br>VOTING PURPOSE)<br>NO. OF SHAREHOLD<br>THE MEETING EIT<br>OR THROUGH PROS<br>SHAREHOLDERS<br>PROMOTER AND<br>PROMOTER AND<br>PROMOTER<br>GROUP(S)<br>PUBLIC<br>TOTAL<br>NO. OF SHAREF | BOOK CLOSURE DATE TOTAL NUMBER OF SHAREHOLD ON RECORD DATE (I.E. SEPTEMI 19, 2018 - CUT-OFF DATE VOTING PURPOSE) NO. OF SHAREHOLDERS PRESENT THE MEETING EITHER IN PERS OR THROUGH PROXY SHAREHOLDERS PROMOTER AND PROMOTER AND PROMOTER GROUP(S) PUBLIC 43 TOTAL 46 NO. OF SHAREHOLDERS AT | BOOK CLOSURE DATE TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE (I.E. SEPTEMBER 19, 2018 - CUT-OFF DATE FOR VOTING PURPOSE) NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY SHAREHOLDERS PROMOTER AND PROMOTER GROUP(S) PUBLIC 43 TOTAL 46 NO. OF SHAREHOLDERS ATTENI | BOOK CLOSURE DATE 20-09-3<br>(BOTH<br>TOTAL NUMBER OF SHAREHOLDERS<br>ON RECORD DATE (I.E. SEPTEMBER<br>19, 2018 - CUT-OFF DATE FOR<br>VOTING PURPOSE)<br>NO. OF SHAREHOLDERS PRESENT IN<br>THE MEETING EITHER IN PERSON<br>OR THROUGH PROXY<br>SHAREHOLDERS PRESENT IN<br>IN<br>PERSON PROXY<br>PROMOTER AND<br>PROMOTER AND<br>PROMOTER<br>GROUP(S)<br>PUBLIC 43 0<br>TOTAL 46 0<br>NO. OF SHAREHOLDERS ATTENDED TH | BOOK CLOSURE DATE 20-09- 2018 to 26<br>(BOTH DAYS INC<br>TOTAL NUMBER OF SHAREHOLDERS<br>ON RECORD DATE (I.E. SEPTEMBER<br>19, 2018 - CUT-OFF DATE FOR<br>VOTING PURPOSE) 46<br>NO. OF SHAREHOLDERS PRESENT IN<br>THE MEETING EITHER IN PERSON<br>OR THROUGH PROXY 46<br>SHAREHOLDERS PRESENT IN<br>IN PERSON PROXY TOTAL<br>IN THROUGH<br>PROMOTER AND 3 0 3<br>PROMOTER<br>GROUP(S) 7<br>PUBLIC 43 0 43<br>TOTAL 46 0 46<br>NO. OF SHAREHOLDERS ATTENDED THE MEET | BOOK CLOSURE DATE<br>BOOK CLOSURE DATE<br>TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE (I.E. SEPTEMBER 19, 2018 - CUT-OFF DATE FOR VOTING PURPOSE)<br>NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY<br>SHAREHOLDERS<br>SHAREHOLDERS<br>PRESENT<br>IN<br>PROMOTER AND PROMOTER<br>GROUP(S)<br>PUBLIC<br>A<br>COMMONIC CLOSURE DATE<br>PRESENT<br>PRESENT<br>PRESENT<br>PRESENT<br>PRESENT<br>PRESENT<br>PRESENT<br>THROUGH<br>PROXY<br>COMMONIC CLOSURE DATE<br>PRESENT<br>PRESENT<br>THROUGH<br>PROXY<br>PROMOTER AND<br>PROMOTER<br>GROUP(S)<br>PUBLIC<br>A<br>COMMONIC CLOSURE DATE<br>PRESENT<br>PRESENT<br>PRESENT<br>PRESENT<br>PRESENT<br>PRESENT<br>PRESENT<br>PRESENT<br>THROUGH<br>PROXY<br>COMMONIC<br>PROMOTER<br>COMMONIC<br>PROMOTER<br>COMMONIC<br>PROMOTER<br>COMMONIC<br>PROMOTER<br>COMMONIC<br>PROMOTER<br>COMMONIC<br>PROMOTER<br>COMMONIC<br>PROMOTER<br>COMMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONIC<br>PROMONI |

Res.: Flat No. 358, Wisteria Tower, Gaur Saundaryam, Sec- Techzone IV, Greater Noida West), Gauto (1996) dh Nagar, U.P.-201306. Office : A-115, 302, 3rd floor, Vakil Chamber, Shakarpur, Delher 10099



**Company Secretaries** 

+91-9990188243

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:

X

| S. NO. | PARTICULARS  |   | DETAILS  |                                  |
|--------|--|---|--|----------------------------------|
| A      | DATE OF AGM  |   | 26-09-2018   | Contraction of the second second |
| В      | REMOTE E-VOTING PERI   | OD  | 23-09- 2018 (09.00 A<br>to<br>25-09- 2018 (UPTO 0<br>(BOTH DAYS INCLUS | 5.00 P.M.)                       |
| С      | TOTAL NUMBER OF<br>RECORD DATE (I.E. SEI<br>CUT-OFF DATE FOR VOT | PTEMBER 19, 2018 -                                  | 15346  |                                  |
|        | SHAREHOLDERS   | VOTED<br>(NO. OF PERSONS<br>OPTED FOR E-<br>VOTING) | VOTED<br>(NO. OF SHARES<br>REPRESENTED)                                | % TO CAPITAL                     |
|        | PROMOTER AND<br>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 Mayon hlain Company Secretary Date - 26/09/2018



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Company Secretaries

+91-9990188243 +91-11-43020133 cs.ankushagarwal@gmail.com ankush@forecoreprofessionals.com

Date: 26.09.2018

To,

nnexure-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 26<sup>TH</sup> 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 17<sup>th</sup> 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 17<sup>th</sup> 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.

garwal & ACP. No. 14486 New Delhi



**Company Secretaries** 

+91-9990188243

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

- 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 17<sup>th</sup> 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, 8<sup>th</sup> 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.
- 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)

No. 14486 New Delhi ny Sec



**Company Secretaries** 

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### (i) Voted in favour of the resolution:

| Mode of voting          | Number of Members voted<br>(in person or by proxy) | Number of Votes<br>Cast by Members | % of total<br>number of valid<br>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<br>(in person or by proxy) | Number of Votes<br>Cast by Members | % of total<br>number of valid<br>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<br>or by proxy) whose votes were<br>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<br>(in person or by proxy) | Number of Votes<br>Cast by Members | % of total<br>number of valid<br>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<br>(in person or by proxy) | Number of Votes<br>Cast by Members | % of total<br>number of valid<br>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<br>or by proxy) whose votes were<br>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<br>(in person or by proxy) | Number of Votes<br>Cast by Members | % of total<br>number of valid<br>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<br>(in person or by proxy) | Number of Votes<br>Cast by Members | % of total<br>number of valid<br>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<br>or by proxy) whose votes were<br>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<br>(in person or by proxy) | Number of Votes<br>Cast by Members | % of total<br>number of valid<br>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<br>(in person or by proxy) | Number of Votes<br>Cast by Members | % of total<br>number of valid<br>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<br>or by proxy) whose votes were<br>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<br>(in person or by proxy) | Number of Votes<br>Cast by Members | % of total<br>number of valid<br>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<br>(in person or by proxy) | Number of Votes<br>Cast by Members | % of total<br>number of valid<br>votes cast |
|---------------------------------|--|------------------------------------|---|
| Through voting by poll          | 0  | 0                                  | NA  |
| Through remote e-voting         | 1  | 1                                  | Negligible*                                 |
| Total                           | 1  | 1                                  | Negligible**                                |
| 0.0000000 (Desistentel Prosting | -) ** 0.000010/ (Besister                          | 1                                  |   |

\* 0.00002% (Basis total E-voting) \*\* (

\*\* 0.000001% (Basis total voting)

(iii) Votes invalid:

| Mode of voting          | Number of Members (in person or<br>by proxy) whose votes were<br>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<br>(in person or by proxy) | Number of Votes<br>Cast by Members | % of total<br>number of valid<br>votes cast |
|-------------------------|--|------------------------------------|---|
| Through voting by poll  | 44   | 96951128                           | 100   |
| Through remote e-voting | 6  | 4359962                            | 99.9999                                     |
| Total                   | 50   | 101311090                          | 99,99999                                    |



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### (ii) Voted against the resolution:

| Mode of voting          | Number of Members voted<br>(in person or by proxy) | Number of Votes<br>Cast by Members | % of total<br>number of valid<br>votes cast |
|-------------------------|--|------------------------------------|---|
| Through voting by poll  | 0  | 0                                  | NA  |
| Through remote e-voting | 1  | 1                                  | Negligible*                                 |
| Total                   | 1  | 1                                  | Negligible**                                |

 $\square$ 

\* 0.00002% (Basis total E-voting) \*\* 0.000001% (Basis total voting)

(iii) Votes invalid:

| Mode of voting          | Number of Members ((in person or<br>by proxy)) whose votes were<br>declared invalid | Total number of votes cast by them |
|-------------------------|---|------------------------------------|
| Through voting by poll  | 0   | NA                                 |
| Through remote e-voting | 0   | NA                                 |
| Total                   | 0   | NA                                 |

- 11. Based on the above voting, all resolutions carried on with requisite majority, accordingly 1 request the Chairman of the 17<sup>th</sup> AGM to announce the results of the meeting.
- 12. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 17<sup>th</sup> AGM and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

rwal & Your's Sincerely, CP. No. 14486 New Delhi Ankush Agarwal

FCS: 9719; CP No.: 14486 Scrutinizer

Date: September 26, 2018 Place: Bangalore

Received For Xchanging Solutions Limited Mayanhlain Company secretary Dale - 26/09/2018



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Annexure - 2

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

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[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<br/>the Equity Shareholders of Xchanging Solutions Limited held on Wednesday,<br/>September 26, 2018 at 10.00 AM at SJR I-Park, Plot No. 13, 14,15, EPIP<br/>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 17<sup>th</sup> 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:

- 1. 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, 8<sup>th</sup> 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:



Res.: Flat No. 358, Wisteria Tower, Gaur Saundaryam, Sec- Techzone IV, Greater Noida (West), Gautam Budh Nagar, U.P.-201306 Office : A-115, 302, 3rd floor, Vakil Chamber, Shakarpur, Delhi-110092



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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 voting (in person or by proxy) | Number of votes cast by them | % of total number of<br>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<br>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. 2: As a Special Business

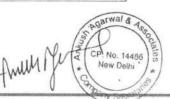
To consider and approve appointment & remuneration of Mr. Shrenik Kumar Champalal as Whole Time Director of the Company (Special Resolution)

(i) Voted in favour of the resolution:

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





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(iii) Invalid votes:

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

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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 voting (in person or by proxy) | Number of votes cast by them | % of total number of<br>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<br>valid votes cast |
|--|------------------------------|--|
| 0  | 0                            | NA                                       |

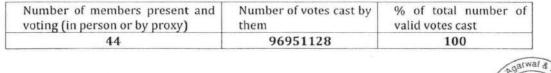
(iii) Invalid votes:

| 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:







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#### (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<br>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. 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 voting (in person or by proxy) | Number of votes cast by them | % of total number of<br>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<br>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)

CP. No. 14486 melly New Delhi V Sec



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### (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<br>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<br>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 17<sup>th</sup> AGM and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Your's Sincerely,

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

Date: September 26, 2018 Place: Bangalore

wal & CP. No. 14486 New Delhi

Received For Xchanging Solutions Limited Mayanh anh Company Secretary Dale - 26/09/2018