Xchanging
inspiring innovation

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Karnataka · India

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XSL/SE/2015

May 26, 2015

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: Result of e-voting/Poll w.r.t. Annual General Meeting (AGM) dt. May 25, 2015

Dear Sir(s),

In reference to our earlier communication, dated May 25, 2015, this is to inform you that all the resolutions mentioned in the AGM notice have been passed by shareholders with overwhelming majority.

In terms of Clause 35A of the Listing Agreement, the result of e-voting/Poll conducted by the Company is detailed below in the prescribed form:

S. NO.	PARTICULARS	DETAILS
A	DATE OF AGM	**25-05-2015**
B	BOOK CLOSURE DATE	**12-05-2015 TO 25-05-2015** (Both Days Inclusive)
C	TOTAL NUMBER OF SHAREHOLDERS ON CUT-OFF DATE	**17,813**
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY	**39**

	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP(S)	**1**	**0**	**1**	**83,552,787**	**75.00000**
	PUBLIC	**37**	**1**	**38**	**162**	**0.00015**
	TOTAL	**38**	**1**	**39**	**83,552,949**	**75.00015**
E	No. of shareholders attended the meeting through Video conferencing: **No video conferencing facility was made available.**					

Xchanging Solutions Limited Bangalore

Xchanging Solutions Ltd
Registered office
SJR I-Park No. 13, 14, 15 · EPIP Industrial Area
Phase 1 · Whitefield · Bangalore
Karnataka-560066 · India
Registered in India no. L72200KA2002PLC030072

The voting details are annexed herewith in prescribed format along with report of scrutinizer. Kindly take the above information on records.

Thanking you,

Yours Sincerely
For **Xchanging Solutions Limited**

Xchanging Solutions Limited Bangalore

Vinod Goel
Chief Financial Officer

Enclosure(s):

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

Annexure - 1

ORDINARY BUSINESS:

ITEM NO 1- ORDINARY RESOLUTIONS FOR ADOPTION OF ACCOUNTS AS SET OUT IN ITEM NO. 1 OF THE AGM NOTICE

Category	No. of Shares held	Mode of voting	No of Valid Votes	% of vote polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour over votes polled	% of votes against over votes polled
	1		2	(3)=(2)/(1) *100	4	5	(6)=(4)/(2) *100	(7)=(5)/(2 * 100
Promoter and Promoter group	83,552,787	Remote E-voting	-	-	-	-	-	-
		Poll	83,552,787	100	83,552,787	0	100	0
		Sub- Total	**83,552,787**	**100**	**83,552,787**	**0**	**100**	**0**
Public Institutional	405,299	Remote E-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Sub- Total	-	-	-	-	-	-
Public Others	27,445,630	Remote E-voting	100,931	0.3677	100,931	0	100	0
		Poll	62	0.0002	62	0	100	0
		Sub- Total	**100,993**	**0.368**	**100,993**	**0**	**100**	**0**
Total	**111,403,716**		**83,653,780**	**75.090655**	**83,653,780**	**0**	**100**	**0**



ITEM NO. 2- ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF M/S PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP AS STATUTORY AUDITORS OF THE COMPANY AS SET OUT IN ITEM NO 2 OF THE AGM NOTICE.

Category	No. of Shares held	Mode of voting	No of Valid Votes	% of vote polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour over votes polled	% of vot against over vot polled
	1		2	(3)=(2)/(1) *100	4	5	(6)=(4)/(2) *100	(7)=(5)/(* 100
Promoter and Promoter group	83,552,787	Remote E-voting	-	-	-	-	-	-
		Poll	83,552,787	100	83,552,787	0	100	0
		Sub- Total	**83,552,787**	**100**	**83,552,787**	**0**	**100**	**0**
Public Institutional	405,299	Remote E-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Sub- Total	-	-	-	-	-	-
Public Others	27,445,630	Remote E-voting	100,931	0.3677	100,931	0	100	0
		Poll	62	0.0002	62	0	100	0
		Sub- Total	**100,993**	**0.368**	**100,993**	**0**	**100**	**0**
Total	111,403,716		83,653,780	75.090655	83,653,780	0	100	0

Xchanging Solutions Limited Bangalore

SPECIAL BUSINESS:

ITEM NO 3. ORDINARY RESOLUTION FOR APPOINTMENT MR. ALOK KUMAR SINHA (DIN: 02147416) AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION AS SET OUT IN ITEM NO 3 OF THE AGM NOTICE.

Category	No. of Shares held	Mode of voting	No of Valid Votes	% of vote polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour over votes polled	% of vo against over vo polled
	1		2	(3)=(2)/(1)* 100	4	5	(6)=(4)/(2) *100	(7)=(5)/ * 100
Promoter and Promoter group	83,552,787	Remote E-voting	-	-	-	-	-	-
		Poll	83,552,787	100	83,552,787	0	100	0
		Sub- Total	**83,552,787**	**100**	**83,552,787**	**0**	**100**	**0**
Public Institutio nal	405,299	Remote E-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Sub- Total	-	-	-	-	-	-
Public Others	27,445,630	Remote E-voting	100,931	0.3677	100,931	0	100	0
		Poll	62	0.0002	52	10	83.8709	16.129
		Sub- Total	**100,993**	**0.368**	**100,983**	**10**	**99.99**	**0.0099**
Total	111,403,716		83,653,780	75.090655	83,653,770	10	99.99	0.0001



ITEM NO.4 SPECIAL RESOLUTION FOR APPOINTMENT OF MR. ALOK KUMAR SINHA (DIN: 02147416) AS A WHOLE TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR A PERIOD OF 3 YEARS WITH EFFECT FROM NOVEMBER 07, 2014 AS SET OUT IN ITEM NO 4 OF THE AGM NOTICE.

Category	No. of Shares held	Mode of voting	No of Valid Votes	% of vote polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour over votes polled	% of vo against over vo polled
	1		2	(3)=(2)/(1)* 100	4	5	(6)=(4)/(2) *100	(7)=(5)/ * 100
Promoter and Promoter group	83,552,787	Remote E-voting	-	-	-	-	-	-
		Poll	83,552,787	100	83,552,787	0	100	0
		Sub- Total	**83,552,787**	**100**	**83,552,787**	**0**	**100**	**0**
Public Institutio nal	405,299	Remote E-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Sub- Total	-	-	-	-	-	-
Public Others	27,445,630	Remote E-voting	100,931	0.3677	100,931	0	100	0
		Poll	62	0.0002	52	10	83.8709	16.129
		Sub- Total	**100,993**	**0.368**	**100,983**	**10**	**99.99**	**0.0099**
Total	**111,403,716**		**83,653,780**	**75.090655**	**83,653,770**	**10**	**99.99**	**0.0001**



ITEM NO. 5 ORDINARY RESOLUTION FOR APPOINTMENT OF MR. ASHOK KUMAR RAMNATHAN (DIN:02055559) AS INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD OFFICE FOR A TERM OF 5 (FIVE) YEARS FROM DATE OF ANNUAL GENERAL MEETING AS SET OUT IN ITEM NO 5 OF THE AGM NOTICE.

Category	No. of Shares held	Mode of voting	No of Valid Votes	% of vote polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour over votes polled	% of vote against over vote polled
	1		2	(3)=(2)/(1) *100	4	5	(6)=(4)/(2) *100	(7)=(5)/(*100
Promoter and Promoter group	83,552,787	Remote E-voting	-	-	-	-	-	-
		Poll	83,552,787	100	83,552,787	0	100	0
		Sub- Total	**83,552,787**	**100**	**83,552,787**	**0**	**100**	**0**
Public Institutional	405,299	Remote E-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Sub- Total	-	-	-	-	-	-
Public Others	27,445,630	Remote E-voting	100,931	0.3677	100,931	0	100	0
		Poll	62	0.0002	52	10	83.8709	16.129
		Sub- Total	**100,993**	**0.368**	**100,983**	**10**	**99.99**	**0.0099**
Total	**111,403,716**		**83,653,780**	**75.090655**	**83,653,770**	**10**	**99.99**	**0.0001**



ITEM NO. 6 ORDINARY RESOLUTION FOR APPOINTMENT OF MR. HENRY D SOUZA (DIN: 00276157) AS INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD OFFICE FOR A TERM OF 5 (FIVE) YEARS FROM DATE OF ANNUAL GENERAL MEETING AS SET OUT IN ITEM NO 6 OF THE AGM NOTICE.

Category	No. of Shares held	Mode of voting	No of Valid Votes	% of vote polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour over votes polled	% of vot against over vot polled
	1		2	(3)=(2)/(1) *100	4	5	(6)=(4)/(2) *100	(7)=(5)/(* 100
Promoter and Promoter group	83,552,787	Remote E-voting	-	-	-	-	-	-
		Poll	83,552,787	100	83,552,787	0	100	0
		Sub- Total	**83,552,787**	**100**	**83,552,787**	**0**	**100**	**0**
Public Institutional	405,299	Remote E-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Sub- Total	-	-	-	-	-	-
Public Others	27,445,630	Remote E-voting	100,931	0.3677	100,931	0	100	0
		Poll	62	0.0002	61	1	98.387	1.6129
		Sub- Total	**100,993**	**0.368**	**100,992**	**1**	**99.999**	**0.0009**
Total	**111,403,716**		**83,653,780**	**75.090655**	**83,653,779**	**1**	**99.990**	**0.000001**



ITEM NO.7 ORDINARY RESOLUTION FOR APPOINTMENT OF MS. GOPIKA PANT (DIN: 00388675) AS INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD OFFICE FOR A TERM OF 5 (FIVE) YEARS FROM DATE OF ANNUAL GENERAL MEETING AS SET OUT IN ITEM NO 7 OF THE AGM NOTICE.

Category	No. of Shares held	Mode of voting	No of Valid Votes	% of vote polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour over votes polled	% of vote against over vote polled
	1		2	(3)=(2)/(1) *100	4	5	(6)=(4)/(2) *100	(7)=(5)/(* 100
Promoter and Promoter group	83,552,787	Remote E-voting	-	-	-	-	-	-
		Poll	83,552,787	100	83,552,787	0	100	0
		Sub- Total	**83,552,787**	**100**	**83,552,787**	**0**	**100**	**0**
Public Institutional	405,299	Remote E-voting	-	-	-	-	-	-
		Poll	-	-	-	-	-	-
		Sub- Total	-	-	-	-	-	-
Public Others	27,445,630	Remote E-voting	100,931	0.3677	100,931	0	100	0
		Poll	62	0.0002	52	10	83.8709	16.129
		Sub- Total	**100,993**	**0.368**	**100,983**	**10**	**99.99**	**0.0099**
Total	**111,403,716**		**83,653,780**	**75.090655**	**83,653,770**	**10**	**99.99**	**0.0001**

Xchanging Solutions Limited Bangalore

Annexure-2

KBK & CO.
Company Secretaries

S-1 (Third Floor), K-4,
Laxmi Nagar, Delhi-110092
Mobile : +91-9911055677
csbhaveshkishore@gmail.com

Date: May 25, 2015

The Chairman
Board of Directors
XCHANGING SOLUTIONS LIMITED
SJR I Park, Plot No 13, 14, 15,
EPIP Industrial Area, Phase-I, Whitefield,
Bangalore Karnataka

Consolidated result of remote e-voting and voting by poll

FOURTEENTH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF XCHANGING SOLUTIONS LIMITED HELD ON MONDAY, MAY 25, 2015 AT 10:00 A.M. AT SJR I-PARK, 13,14,15 EPIP INDUSTRIAL AREA, PHASE I, WHITEFIELD BANGALORE-560 006.

I, Kumar Bhavesh Kishore, practicing company secretary, have 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 Listing Agreement, in respect of resolutions mentioned below in the report, at annual general meeting of the Company held on May 25, 2015.

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 14th Annual General Meeting. 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 Pvt. Ltd. (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 May 18, 2015.

3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Friday May 22, 2015 9:00 AM till Sunday, May 24, 2015, 5:00 PM.

4. As on cut-off date there were 17,813 (seventeen thousand eight hundred thirteen) shareholders.

5. At the end of remote e-voting period on Sunday, May 24, 2015, at 5:00 PM, voting portal of service provider was blocked forthwith.

KBK & CO. C.P. No. 11598 NEW DELHI COMPANY SECRETARIES

KBK & CO.
Company Secretaries

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Laxmi Nagar, Delhi-110092
Mobile : +91-9911055677
csbhaveshkishore@gmail.com

(iii) Votes **invalid**:

Mode of voting	Number of Members whose votes were declared invalid	% of total number of valid votes cast
Through voting by poll	0	0
Through remote e-voting	0	0

Item No. 2: As an Ordinary Business

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:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	38	83,552,849	100
Through remote e-voting	4	100,931	100

(ii) Voted **against** the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	0	0	0
Through remote e-voting	0	0	0

(iii) Votes **invalid**:

Mode of voting	Number of Members whose votes were declared invalid	% of total number of valid votes cast
Through voting by poll	0	0
Through remote e-voting	0	0

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csbhaveshkishore@gmail.com

(ii) Voted **against** the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	10	0
Through remote e-voting	0	0	0

(iii) Votes **invalid**:

Mode of voting	Number of Members whose votes were declared invalid	% of total number of valid votes cast
Through voting by poll	0	0
Through remote e-voting	0	0

Item No. 5: As Special Business

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:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	37	83,552,839	100
Through remote e-voting	4	100,931	100

(ii) Voted **against** the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	10	0
Through remote e-voting	0	0	0

(iii) Votes **invalid**:

Mode of voting	Number of Members whose votes were declared invalid	% of total number of valid votes cast
Through voting by poll	0	0
Through remote e-voting	0	0

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csbhaveshkishore@gmail.com

(ii) Voted **against** the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	1	10	0
Through remote e-voting	0	0	0

(iii) Votes **invalid**:

Mode of voting	Number of Members whose votes were declared invalid	% of total number of valid votes cast
Through voting by poll	0	0
Through remote e-voting	0	0

Note:

a. *The shareholders abstained from voting on specific resolutions under remote e-voting are considered as invalid votes.*
b. *Shareholders whose signature is not tallying, improperly voted, abstain from voting resolutions are considered as invalid ones.*

12. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 14th Annual General Meeting to announce the results of the meeting.

13. 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.

14. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ authorised person by Board for safe keeping.

Thanking you,
Your's faithfully,

KBK & CO. C.P. No. 11598 NEW DELHI COMPANY SECRETARIES

CS Kr. Bhavesh Kishore
Company Secretary in Practise
Membership No.: A22843
CP No.: 11598

1) K. S. Sharma
(S. K. SHARMA)

2) PARAMESHWARA G

Place: Bangalore
Date: May 25, 2015