Xchanging Tower
SJR iPark, EPIP Area, Whitefield
Bangalore-560 066, India

T +91 80 3054 0000
F +91 80 4115 7394
E info@xchanging.com

Xchanging
inspiring innovation

xchanging.com

XSL/SE/2016

June 16, 2016

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
BSE Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Fax No. 022 – 22723121
Scrip Code: 532616

Sub: Submission of Addendum to the notice of the 15th Annual General Meeting

Dear Sir,

We are attaching the Addendum to the notice of the 15th Annual General Meeting.

You are kindly requested to take the above information on record.

Thanking You,

Yours Sincerely,
For Xchanging Solutions Limited

Mayank Jain

Mayank Jain
(Company Secretary)

Membership No: A26620

Address: SJR-I-Park No. 13, 14, 15
EPIP Industrial Area, Phase-1, Whitefield
Bangalore, Karnataka-560066

Xchanging Solutions Limited

CIN- L72200KA2002PLC030072
Registered Office: SJR I Park, Plot No. 13, 14, 15,
EPIP Industrial area, Phase-1, Whitefield, Bangalore-560066
Tel. : +91 80 3054 0000, Fax : +91 80 4115 7394
Email : info@xchanging.com, Website : www.xchanging.com

Addendum to the Notice of the 15th AGM of Xchanging Solutions Limited

Pursuant to Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Notice is hereby given that the Company has received a notice under Section 160 of the Companies Act, 2013 from Xchanging Technology Services India Private Limited, member of the Company, proposing the candidature of Mr. Srinivasa Raghavan Venkatavaradhan, Non-Executive Director (Additional Director) on the Board of the Company to the office of Director in the ensuing 15th Annual General Meeting (AGM) of the Company, scheduled to be held on Monday, 27th June, 2016 at 10.00 A.M. at SJR I-Park, Plot No. 13, 14, 15, EPIP Industrial Area, Phase I, Whitefield, Bangalore 560 066.

The resolution for appointment of Mr. Srinivasa Raghavan Venkatavaradhan for the office of a Director will be taken up for consideration of the members in the AGM, as part of the Special Business of the AGM, in the form of an ordinary resolution, as set forth below:

Item No. 3 : Appointment of Mr. Srinivasa Raghavan Venkatavaradhan (DIN: 01803376) as Non-Executive Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 36 & other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable Regulations of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any other applicable laws, Mr. Srinivasa Raghavan Venkatavaradhan (DIN: 01803376), who was appointed as an Non-Executive Director (Additional Director) pursuant to Article 93 of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013 w.e.f. June 6, 2016 to hold Office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing together with a deposit under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation."

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Board of Directors ("the Board") appointed Mr. Srinivasa Raghavan Venkatavaradhan (DIN: 01803376) as an Non-Executive Director (Additional Director) w.e.f. June 6, 2016, on the recommendation of the Nomination and Remuneration Committee. Having been so appointed, Mr. Srinivasa Raghavan Venkatavaradhan holds office till the date of this Annual General Meeting by virtue of Section 161 of the Companies Act, 2013 read with Article 93 of the Articles of Association of the Company and is eligible for appointment.

The Company has received a Notice in writing from a Member of the Company along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Srinivasa Raghavan Venkatavaradhan for the office of Director of the Company.

Mr. Srinivasa Raghavan Venkatavaradhan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

Brief Resume of Mr. Srinivasa Raghavan Venkatavaradhan as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

Name of the Director	Mr. Srinivasa Raghavan Venkatavaradhan
Date of Birth	30th June, 1965
Date of Appointment	6th June, 2016
Qualification	• Cost and Works (Management) Accountant from Institute of Cost and Works Accountants of India • Chartered Accountant from Institute of Chartered Accountants of India. • Bachelors in Commerce from Madurai Kamaraj University.
Relationship with Promoters	CSC Computer Sciences International Operations Limited ("Acquirer") along with Computer Sciences Corporation ("CSC"), CSC Technologies India Private Limited ("CSC India") and Computer Sciences Corporation India Private Limited ("CSC IPL") (CSC, CSC India and CSC IPL are collectively referred to as "PACs"), in their capacity as the persons acting in concert with the Acquirer

	pursuant to Regulation 5A of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations") and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended ("Delisting Regulations") Acquirer along with PACs indirectly holds 75% of the total paid up equity share capital of the Company by owning 100% of the equity share capital of Xchanging (Mauritius) Limited and Xchanging Technology Services India Private Limited, the existing promoters of the Company. The said appointment has been made by the Acquirer and PACs in accordance with the proviso to Regulation 24(1) of the Takeover Regulations. The said provision permits appointment of person(s) representing the Acquirer and PACs on the board of directors of the target company subject to the conditions prescribed therein.
Relationship with Directors	None
Expertise in functional areas	• Mr. Srinivasa Raghavan Venkatavaradhan has 25 years of diversified business experience including 15 years in senior management positions in IT, ITeS industry and Manufacturing. He has been a strong strategic business partner all through his career with global exposure. He has a strong background of leadership roles including budgeting & planning, taxation, strategic analysis, reporting, and decision support and business finance grounding. His earlier experience include Logica, GE and Motorola. • Earlier in his career, He has driven growth agenda, business turnaround, efficiency/ rationalization, M&A and instituted governance systems and processes to ensure compliance/controllership. He has driven restructuring activities which involved consolidation of plants, staff restructuring and investment in the front end activities and ensured a strong Balance Sheet is in place that can help raise funds. He was also involved in building the right cost center structure to facilitate the growth, setting up and bringing offshore operations into his business fold besides the operational finance activities.
Directorship in other Public Companies (Other than Xchanging Solutions Limited)	Nil
Chairman/Member (Other than Xchanging Solutions Limited) of: Audit Committee Shareholders' Grievances Committees	Nil
Membership/Chairmanship in committees of Xchanging Solutions Limited	Member- Audit Committee Member- Nomination & Remuneration Committee
Number of Shares held in Xchanging Solutions Limited	Nil
Percentage of Shareholding	NA

Except Mr. Srinivasa Raghavan Venkatavaradhan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 3.

The Board of Directors commends the resolution for approval of the Shareholders.

By order of the Board of
Xchanging Solutions Limited

Mayank Jain

Mayank Jain
(Company Secretary)
Membership No.: A26620

Date: June 6, 2016
Place: Gurgaon