

XSL/SE/2015

Feb 27, 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

Dear Sir,

Sub: Outcome of the Board Meeting

With reference to the subject mentioned above, we hereby write to inform you that the Board of Directors of the Company in its meeting held today, February 27, 2015, inter alia, has considered and approved the following:

1. Audited financial results of the Company for the year ended December 31, 2014.

We are enclosing herewith copy of the audited financial results of the Company for the year ended December 31, 2014 as per the format prescribed under Clause 41 of the Listing Agreement.

2. Reduction of share capital by return of Rs. 5/- per share to the shareholders of the Company thereby reducing the nominal value of the shares from Rs.10/- to Rs.5/- per share, subject to the approval of the regulatory authorities, shareholders and the High Court of Karnataka. The resolution is passed in supersession of the earlier resolution passed by the Board of Directors in its meeting held on November 07, 2014 in which the Board has resolved to reduction of share capital by return of Rs. 4.50/- per share to the shareholders of the Company.

3. Information pursuant to Clause 30 of the Listing Agreement:

(a) Appointed Ms. Gopika Pant as Director on the Board of Directors in the category of Independent Director w.e.f. March 02, 2015.



The composition of the Board of Directors of the Company, subsequent to the appointment of Ms. Gopika Pant will be as follows:

1. Mr. David Bauernfeind – Chairman
2. Mr. Alok Kumar Sinha – Whole Time Director & Chief Executive Officer
3. Mr. Ashok Kumar Ramanathan – Independent Director
4. Mr. Henry D Souza – Independent Director
5. Ms. Gopika Pant – Independent Director

It may be noted that the current composition of the Board of Directors is in accordance with the Clause 49 of the Listing Agreement. This is for your information and records.

(b) The Board of Directors has appointed Ms. Divya Pant as Company Secretary and Compliance Officer of the Company with effect from February 27, 2015.

Thanking you,

Yours faithfully,
for Xchanging Solutions Limited



Vinod Goel
Chief Financial Officer