

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - Xchanging Solutions Limited

2. Quarter ending - 30-Sep-2021

i. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Term	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	Nachiket Vibhakar Sukhtankar	08778377	AAGPS8941J	C & ED	CEO-MD	13-Aug-2021	13-Aug-2021			26-Jun-1968	NA		1	0	0	0	RMC
Mr.	Shrenik Kumar Champalal	08099410	ABHPS5955Q	ED		31-Mar-2018	30-Mar-2021			01-Feb-1976	NA		1	0	2	0	AC, SRC, RMC, CSR
Mr.	Henry D Souza	00276157	AAVPD9726B	ID		29-Feb-2012	25-May-2020		60	26-Apr-1964	NA		1	1	1	1	AC, SRC, NRC, CSR
Mrs.	Nonavinakeri Srinivasaiyengar Rama	06720033	ABFPR4806B	ID		01-Apr-2019	13-Aug-2019		60	22-Jun-1949	NA		2	2	2	2	AC, SRC, NRC, CSR, RMC
Mr.	Venkatesh Shastry Venkatasubba Ramanandashastry	08277771	AEEPR9394E	ID		15-Nov-2018	13-Aug-2019		60	06-Mar-1973	NA		1	1	2	0	AC, SRC, NRC, CSR
Mrs.	Gidugu Kalpana Tatavarti	06644105	ACXPT4118R	NED		27-Mar-2018	26-Sep-2018			30-Jul-1966	NA		1	0	1	0	SRC, NRC, CSR
Mr.	Chandrasekhara Rao Boddaju	08185777	ACYPB0212D	ED	CEO - MD	09-Aug-2018	26-Sep-2018	08-Aug-2021		04-Aug-1966	NA		1	0	0	0	RMC

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Nonavinakeri Srinivasaiyengar Rama	ID	Chairperson	01-Apr-2019	
2	Henry D Souza	ID	Member	29-Feb-2012	
3	Venkatesh Shastry Venkatasubba Ramanandashastry	ID	Member	15-Nov-2018	
4	Shrenik Kumar Champalal	ED	Member	31-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Venkatesh Shastry Venkatasubba Ramanandashastry	ID	Chairperson	15-Nov-2018	
2	Henry D Souza	ID	Member	07-Nov-2014	
3	Nonavinakeri Srinivasaiyengar Rama	ID	Member	01-Apr-2019	
4	Gidugu Kalpana Tatavarti	NED	Member	27-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Henry D Souza	ID	Chairperson	07-Nov-2014	
2	Nonavinakeri Srinivasaiyengar Rama	ID	Member	01-Apr-2019	
3	Venkatesh Shastry Venkatasubba Ramanandashastry	ID	Member	15-Nov-2018	
4	Gidugu Kalpana Tatavarti	NED	Member	27-Mar-2018	
5	Shrenik Kumar Champalal	ED	Member	31-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Corporate Social Responsibility Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Henry D Souza	ID	Chairperson	07-Nov-2014	
2	Nonavinakeri Srinivasaiyengar Rama	ID	Member	01-Apr-2019	
3	Venkatesh Shastry Venkatasubba Ramanandashastry	ID	Member	15-Nov-2018	
4	Gidugu Kalpana Tatavarti	NED	Member	27-Mar-2018	
5	Shrenik Kumar Champalal	ED	Member	31-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

e. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Shrenik Kumar Champalal	ED	Chairperson	31-May-2021	
2	Nonavinakeri Srinivasaiyengar Rama	ID	Member	31-May-2021	
3	Nachiket Vibhakar Sukhtankar	ED	Member	13-Aug-2021	
4	Chandrasekhara Rao Boddoju	ED	Member	31-May-2021	08-Aug-2021

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
31-May-2021	13-Aug-2021	Yes	6	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	73

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	31-May-2021	13-Aug-2021	Yes	4	3
Stakeholders Relationship Committee	31-May-2021	13-Aug-2021	Yes	5	3
Nomination and Remuneration Committee	31-May-2021	13-Aug-2021	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	73

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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vi. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration Committee - **Yes**
 - c. Stakeholders Relationship Committee - **Yes**
 - d. Risk management Committee (applicable to the top 1000 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here - **NA**

Name : **Aruna Mohandoss**
Designation : **Company Secretary & Compliance Officer**

III. HALF-YEARLY AFFIRMATIONS

1. Copy of the Annual Report including Balance Sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on the website. – **Yes**
2. Presence of Chairperson of Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee at the Annual general meeting – **Yes**
3. Whether “Corporate Governance Report” disclosed in Annual report - **Yes**

Name of the Signatory : **Aruna Mohandoss**
Designation : **Company Secretary & Compliance Officer**

ADDITIONAL HALF YEARLY DISCLOSURE

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	0.00	161800000.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(D) Additional Information			
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		Yes	
Name	Shrenik Kumar Champalal		
Designation	CFO		
Place	Bangalore		
Date	07-10-2021		