

XSL/SE/2022-23/11

May 23, 2022

The Secretary
Listing Department
BSE Limited
PJ Towers,
Dalal Street,
Mumbai - 400 001
Script Code: 532616

The Secretary
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra Kurla
Complex, Bandra (East), Mumbai 400051
Script Code: XCHANGING

Dear Sir/Madam

**Xchanging Solutions Limited, a DXC
Technology Company**

CIN: L72200KA2002PLC030072
Registered Office: Kalyani Tech Park - Survey
no 1, 6 & 24, Kundanhalli Village, K R Puram
Hobli, Bangalore – 560066, Karnataka, India
T +91.(0) 80.43640000
www.dxc.com

**Sub: Annual Secretarial Compliance Report pursuant to Regulation
24A of SEBI (Listing Obligation and Disclosure Requirements)
Regulations 2015.**

With reference to above, we are enclosing herewith Annual Secretarial
Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligation
and Disclosure Requirements) Regulations 2015 for the year ended March 31,
2022 issued by a Practicing Company Secretary.

You are requested to take the above information on record.

Thanking You,

Yours Sincerely,
For **Xchanging Solutions Limited**

Mayank Jain

Mayank Jain
Company Secretary & Compliance Officer
Membership No. A26620

Address: Kalyani Tech Park - Survey NO 1, 6 & 24, Kundanhalli Village,
K R Puram Hobli, Bangalore - 560066, Karnataka, India



MAKS & CO.

Company Secretaries

FRN: P2018UP067700

O: 516, Wave Silver Tower, Sector 18, Noida – 201301

E: services@forecoreprofessionals.com

D: +120 120 5178033

SECRETARIAL COMPLIANCE REPORT

(For the financial year ended March 31, 2022)

To,

The Board of Directors

Xchanging Solutions Limited

Kalyani Tech Park, Survey No. 1, 6 & 24,

Kundanhalli Village, K R Puram, Hobli,

Bangalore, Karnataka – 560 066

We, MAKS & Co., Company Secretaries (FRN: P2018UP067700), have examined:

- (a) all the documents and records made available to us and explanation provided by Xchanging Solutions Limited (“the **listed entity**” / “the **Company**”);
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity; and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2022** (“**Review Period**”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (*not applicable to the Company for the Review Period*);
- (c) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (*not applicable to the Company for the Review Period*);
- (e) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [*or erstwhile Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014*] (*not applicable to the Company for the Review Period*);

Ankush
Agarwal

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Ankush Agarwal
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- (f) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 [for erstwhile Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008] & the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (not applicable to the Company for the Review Period);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Depositories Act, 1996 and the Regulations and Bye Laws framed thereunder to the extent of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- (i) the Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act, 2013 and dealing with the client to the extent of securities issued (Not applicable since the Company is not registered as Registrar to Issue and Share Transfer Agent during the Review Period);
- (j) the Securities and Exchange Board of India (Investor Education and Protection Fund) Regulations, 2009; and
- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company for the Review Period).

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) There were no actions taken against the Listed Entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

| Sl. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended | Actions taken by the Listed Entity, if any | Comments of the Practicing Company Secretary on the actions taken by the Listed Entity |
|---------|--|---|--|--|
| Nil | | | | |



MAKS & CO.

Company Secretaries

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D: +120 120 5178033

- (e) During the period under review, the statutory Auditors of the Company has been re-appointed for a term of 5 years commencing from the conclusion of 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company. The terms of appointment of its existing statutory auditor include provisions provided under clause 6(A) and 6(B) of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Note: Due to COVID-19 outbreak worldwide and 'Working From Home' Policy adopted by the Company since the beginning of the pandemic, we have not been able to do process audit and physical verification of books, papers, minute books, forms and returns filed and other records maintained by the Company and same have been verified electronically on emails only.

For M/s. **MAKS & Co.,**
Company Secretaries
[FRN P2018UP067700]

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Agarwal } Ankush Agarwal
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Ankush Agarwal

Partner

Membership No: F9719

Certificate of Practice No: 14486

Peer Review Certificate No.: 2064/2022

UDIN : F009719D000347265

Date : 19. 05. 2022

Place : Noida, U.P.