

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

(c) *e-mail ID of the company

(d) *Telephone number with STD code

(e) Website

(iii) Date of Incorporation

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE LIMITED	1
	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Xchanging Mauritius Limited		Holding	52.07
2	Xchanging Solutions(Singapor		Subsidiary	100

3	Xchanging Solutions (USA) Inc		Subsidiary	100
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IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	125,000,000	111,403,716	111,403,716	111,403,716
Total amount of equity shares (in Rupees)	1,250,000,000	1,114,037,160	1,114,037,160	1,114,037,160

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	125,000,000	111,403,716	111,403,716	111,403,716
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,250,000,000	1,114,037,160	1,114,037,160	1,114,037,160

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	99,360	111,304,356 ⁺	111403716	1,114,037,1 ⁺	1,114,037, ⁺	
Increase during the year	0	815	815	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify <input type="text"/>		815	815			
Decrease during the year	815	0	815	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify <input type="text"/>	815		815			
At the end of the year	98,545	111,305,171	111403716	1,114,037,1	1,114,037,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0		0
Partly convertible debentures	0		0
Fully convertible debentures	0		0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

381,100,000

(ii) Net worth of the Company

2,818,200,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	25,550,000	22.93	0	
10.	Others Xchanging Mauritius Limited	58,002,787	52.07	0	
	Total	83,552,787	75	0	0

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	21,679,763	19.46	0	
	(ii) Non-resident Indian (NRI)	432,982	0.39	0	
	(iii) Foreign national (other than NRI)	12,437	0.01	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	343,782	0.31	0	

4.	Banks	100	0	0	
5.	Financial institutions	20,907	0.02	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	300	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,174,269	3.75	0	
10.	Others	1,186,389	1.06	0	
	Total	27,850,929	25	0	0

Total number of shareholders (other than promoters)

55,831

**Total number of shareholders (Promoters+Public/
Other than promoters)**

55,834

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	59,937	55,831
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	4	2	4	0	0
(i) Non-Independent	2	1	2	1	0	0
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	4	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Shrenik Kumar Champa	08099410	Whole-time director	1	
Henry D Souza	00276157	Director		
Nonavinakeri Srinivasai	06720033	Director		
Gidugu Kalpana Tatava	06644105	Director		
Pankaj Vaish	00367424	Director		
Nachiket Vibhakar Sukh	08778377	Managing Director		
SHRENIK KUMAR CHA	ABHPS5955Q	CFO	1	
Nachiket Vibhakar Sukh	AAGPS8941J	CEO		
Mayank Jain	AKEPJ9251C	Company Secretar	1	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Venkatesh Shastry	08277771	Director	05/05/2022	Cessation
Pankaj Vaish	00367424	Additional director	04/05/2022	Appointment
Pankaj Vaish	00367424	Director	03/08/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	03/08/2022	60,195	64	75

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	23/05/2022	6	5	83.33
2	06/08/2022	6	6	100
3	10/11/2022	6	5	83.33
4	10/02/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	23/05/2022	4	4	100
2	Audit Committee	06/08/2022	4	4	100
3	Audit Committee	10/11/2022	4	4	100
4	Audit Committee	10/02/2023	4	4	100
5	Nomination and Remuneration	23/05/2022	4	3	75
6	Risk Management	20/09/2022	3	3	100
7	Risk Management	01/03/2023	3	3	100
8	Stakeholder Relationship	23/05/2022	5	4	80
9	Stakeholder Relationship	06/08/2022	5	5	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
10	Stakeholder R	10/11/2022	5	4	80

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Shrenik Kumar	4	4	100	11	11	100	
2	Henry D Souza	4	4	100	11	11	100	
3	Nonavinakeri S	4	4	100	13	13	100	
4	Gidugu Kalpa	4	2	50	6	2	33.33	
5	Pankaj Vaish	4	4	100	11	11	100	
6	Nachiket Vibha	4	4	100	2	2	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Shrenik Kumar Cha	Whole Time Dire	5,408,633	0	0	0	5,408,633
2	Nachiket Vibhakar S	Managing Direct	0	0	0	0	0
	Total		5,408,633	0	0	0	5,408,633

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/Sweat equity	Others	Total Amount
1	Shrenik kumar Cha	Whole Time Dire	5,408,633	0	0	0	5,408,633
2	Mayank Jain	Company Secre	2,575,819	0	0	0	2,575,819
3	Nachiket Vibhakar S	Managing Direct	0	0	0	0	0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		7,984,452	0	0	0	7,984,452

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Henry D Souza	Non-executive Ir	900,000	0	0	0	900,000
2	Pankaj Vaish	Non-executive Ir	900,000	0	0	0	900,000
3	Nonavinakeri Sriniv	Non-executive Ir	1,020,000	0	0	0	1,020,000
4	Gidugu Tatavarti Ka	Non-executive d	240,000	0	0	0	240,000
	Total		3,060,000	0	0	0	3,060,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ankush Agrawal

Whether associate or fellow

Associate Fellow

Certificate of practice number

14486

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

This is the continuation of Form MGT-7 (point no. IX (c))

LIST OF COMMITTEES

S. No	Type of meeting	Date of meeting	Total number of members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11	Stakeholders' Relationship Committee meeting	10/02/2023	6	6	100%
12	Corporate Social Responsibility Committee meeting	25/05/2023	5	4	80%
13	Committee of Independent Directors' meeting	25/05/2023	3	3	100%

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

CIN: L72200KA2002PLC030072

Registered Office: HP Avenue, 39/40,

Electronic City, Hosur Main Road, Bengaluru

560 100, Karnataka, India

T +91 80 3387 0001

Email: compliance@xchanging.com

www.dxc.com

Form No.MGT-8

[Pursuant to Section 92 (2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of Xchanging Solutions Limited (CIN-L72200KA2002PLC030072) ("*the Company*") as required to be maintained under the Companies Act, 2013 ("*the Act*") and the rules made thereunder for the financial year ended on 31st March 2023. In our opinion and to the best of our information *and* according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A.** The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** During the aforesaid financial year the Company has complied with the provisions of the Act & Rules made there under in respect of:
 1. its status under the Act;
 2. maintenance of registers/records and making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies within the prescribed time;
 4. calling / convening / holding meetings of Board of Directors or its committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of such meetings, proper notices were given and the proceedings including the circular resolutions ~~and resolutions passed by postal ballot~~, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. closure of Register of Members/ Security holders, as the case may be;
 6. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act; (*Not applicable as no such event took place during the financial year ended on March 31, 2023*)
 7. contracts/arrangements with related parties as specified in Section 188 of the Act;
 8. transfer or transmission of securities and issue of security certificates in all instances; (*Not applicable as no such event took place during the financial year ended on March 31, 2023*)
 9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; (*Not applicable as no such event took place during the financial year ended on March 31, 2023*)
 10. declaration/ payment of dividend; transfer of unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act; (*Not applicable as no such event took place during the financial year ended on March 31, 2023*)

11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub-sections (3) (4) and (5) thereof;
12. constitution / appointment / re-appointments / disclosures of the Directors, Key Managerial Personnel and remuneration paid to them;
13. appointment / reappointment / filling up casual vacancies of auditors as per the provisions of Section 139 of the Act; *(Not applicable as no such event took place during the financial year ended on March 31, 2023)*
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; *(Not applicable as no such event took place during the financial year ended on March 31, 2023)*
15. acceptance/ renewal/ repayment of deposits; *(Not applicable as no such event took place during the financial year ended on March 31, 2023)*
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable; *(Not applicable as no such event took place during the financial year ended on March 31, 2023)*
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act, wherever applicable; *(Not applicable as no such event took place during the financial year ended on March 31, 2023)*
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company. *(Not applicable as no such event took place during the financial year ended on March 31, 2023)*

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

Ankush Agarwal
Partner

Membership No: F9719
Certificate of Practice No: 14486
Peer Review Certificate No.: 2064/2022

UDIN:

Date :
Place :