

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Xchanging Solutions Limited**  
 2. Quarter ending - **30-Sep-2018**

**i. Composition Of Board Of Director**

Tit le (M r./ M s)	Name of the Director	DIN	PAN	Cat ego ry (Ch air pers on /Exe cutiv e/No n- Exec utive / Inde pend ent/ Nom inee)	Su b C at eg or y	Dat e of App oint me nt	D at e of c e s s at ion	Ten ure	N o of Di re ct or s h i p in lis te d e nt iti es in cl u di ng thi s lis te d e nt ity	No of mem bers h i p s in A u d i t / S t a k e h o l d e r C o m m i t t e e (s) in cl u d i ng thi s lis te d e nt ity	No of post of Chai rper son in A u d i t/ S t a k e h o l d e r C o m m i t t e e h e l d in lis te d e nt iti es in cl u d i ng thi s lis te d e nt ity	Members hip in Committ ees of the Compan y	Remark s
Mr.	Chandra Sekhararao Boddoju	0818577 7	ACYP B0212 D	ED	CE O- MD	09- Aug- 2018			1	0	0	NA	
Mr.	Ashok Kumar Ramanathan	0205555 9	AAIPA 9759L	ID,C & NED		25- May- 2015		40	1	0	2	AC,SC,NRC	
Mr.	Henry D Souza	0027615 7	AAVP D9726 B	ID		25- May- 2015		40	1	2	0	AC,SC,NRC	
Mr.	Shrenik Kumar Champalal	0809941 0	ABHP S5955 Q	ED		31- Mar- 2018			1	2	0	AC,SC	
Ms.	Gidugu Kalpana Tatavarti	0664410 5	ACXP T4118 R	NED		27- Mar- 2018			1	1	0	SC,NRC	

Company Remarks	
Whether Permanent chairperson appointed	

**ii. Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Henry D Souza	ID	Member		
2	Shrenik Kumar Champalal	ED	Member		
3	Ashok Kumar Ramanathan	ID,C & NED	Chairperson		

Company Remarks	
Whether Permanent chairperson appointed	

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ashok Kumar Ramanathan	ID,C & NED	Chairperson		
2	Henry D Souza	ID	Member		
3	Shrenik Kumar Champalal	ED	Member		
4	Gidugu Kalpana Tatavarti	NED	Member		

Company Remarks	
Whether Permanent chairperson appointed	

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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Company Remarks	
Whether Permanent chairperson appointed	

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Gidugu Kalpana Tatavarti	NED	Member		
2	Henry D Souza	ID	Member		
3	Ashok Kumar Ramanathan	ID,C & NED	Chairperson		

Company Remarks	
Whether Permanent chairperson appointed	

iii. **Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>
24-May-2018	09-Aug-2018

<b>Company Remarks</b>	
Maximum gap between any two consecutive (in number of days)	76

iv. **Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Requirement of Quorum met (details)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>
Audit Committee	24-May-2018	09-Aug-2018		Yes
Stakeholders Relationship Committee	24-May-2018	09-Aug-2018		Yes
Nomination & Remuneration Committee	24-May-2018	09-Aug-2018		Yes

<b>Company Remarks</b>	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	76

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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		

## 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 100 listed entities) - **Not applicable**
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:

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**Name** : **Mayank Jain**  
**Designation** : **Company Secretary & Compliance Officer**

### ANNEXURE III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>	<b>Company Remark</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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**Name** : **Mayank Jain**  
**Designation** : **Company Secretary & Compliance Officer**