

**ANNEXURE I**

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

1. Name of Listed Entity - **Xchanging Solutions Limited**  
 2. Quarter ending - **31-Dec-2018**

**i. Composition Of Board Of Director**

T i t l e  ( M r . / M s )	Name of the Director	DIN	PAN	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e)	Sub Cate gory	Date of Appoint ment	Date of cessation	Tenure	N o of D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	No of m e m b e r s h i p i n 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) i n c l u d i n g t h i s l i s t e d e n t i t y	No of post of Chair perso n in Audit/ Stake holder Com mittee held in listed entitie s includ ing this listed entity	Me m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	Remar ks
Mr .	Chandrasekhara Rao Boddoju	0818 5777	ACYP B0212 D	ED	CEO- MD	09- Aug- 2018			1	0	0		
Mr .	Ashok Kumar Ramanathan	0205 5559	AAIP A9759 L	ID		25- May- 2015	01- Nov- 2018	41	1	0	0	AC,SC ,NRC	
Mr .	Henry D Souza	0027 6157	AAVP D9726 B	ID, C & NE D		25- May- 2015		43	1	0	2	AC,SC ,NRC	
Mr .	Shrenik Kumar Champalal	0809 9410	ABHP S5955 Q	ED		31- Mar- 2018			1	2	0	AC,SC	
Ms .	Gidugu Kalpana Tatavarti	0664 4105	ACXP T4118 R	NE D		27- Mar- 2018			1	1	0	SC,NR C	

Mr .	Venkatesh Venkatasubba Ramanandashastry Shastry	0827 7771	AEEP R9394 E	ID		15-Nov-2018		2	1	2	0	AC,SC ,NRC	
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Company Remarks	Mr. Ashok Kumar Ramanathan was the Chairperson of the Board till November 1, 2018. He passed away on November 1, 2018. Mr. Henry D Souza is the new chairperson of the Board w.e.f November 15, 2018.
Whether Permanent chairperson appointed	Yes

## ii. Composition of Committees

### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ashok Kumar Ramanathan	ID	Member	25-May-2015	01-Nov-2018
2	Venkatesh Venkatasubba Ramanandashastry Shastry	ID	Member	15-Nov-2018	
3	Shrenik Kumar Champalal	ED	Member	31-Mar-2018	
4	Henry D Souza	ID,C & NED	Chairperson	25-May-2015	

Company Remarks	Mr. Ashok Kumar Ramanathan passed away on November 1, 2018. He was the chairperson of the Audit Committee till November 1, 2018. Further Mr. Henry D Souza is the new chairperson of the Audit Committee w.e.f November 15, 2018.
Whether Permanent chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ashok Kumar Ramanathan	ID	Member	25-May-2015	01-Nov-2018
2	Venkatesh Venkatasubba Ramanandashastry Shastry	ID	Member	15-Nov-2018	
3	Gidugu Kalpana Tatavarti	NED	Member	27-Mar-2018	
4	Shrenik Kumar Champalal	ED	Member	31-Mar-2018	
5	Henry D Souza	ID,C & NED	Chairperson	25-May-2015	

Company Remarks	Mr. Ashok Kumar Ramanathan passed away on November 1, 2018. He was the chairperson of the Stakeholder Relationship Committee till November 1, 2018. Further Mr. Henry D Souza is the chairperson of the stakeholder relationship committee w.e.f November 15, 2018.
Whether Permanent chairperson appointed	Yes

### c. Risk Management Committee

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

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ashok Kumar Ramanathan	ID	Member	25-May-2015	01-Nov-2018
2	Henry D Souza	ID,C & NED	Member	25-May-2015	
3	Gidugu Kalpana Tatavarti	NED	Member	27-Mar-2018	
4	Venkatesh Venkatasubba Ramanandashastry Shastry	ID	Chairperson	15-Nov-2018	

Company Remarks	Mr. Ashok Kumar Ramanathan passed away on November 1, 2018. He was the chairperson of the Nomination and Remuneration Committee till November 1, 2018. Mr. Venkatesh Venkatasubba Ramanandashastry Shastry is the chairperson of the Nomination & Remuneration Committee w.e.f November 15, 2018.
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
09-Aug-2018	15-Nov-2018

Company Remarks	
Maximum gap between any two consecutive (in number of days)	97

**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	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	09-Aug-2018	15-Nov-2018		Yes
Stakeholders Relationship Committee	09-Aug-2018	15-Nov-2018		Yes
Nomination & Remuneration Committee	09-Aug-2018			Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	97

**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	

<p>Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions</p>	<p><b>Following material transaction with its wholly owned subsidiary, Xchanging Solutions (USA) Inc. (XSUI) during the quarter ended December 31' 2018 :</b></p> <p><b>1. Services provided by the Company to XSUI (including reimbursement of expenses) amounting to INR 40.45 Million.</b></p> <p><b>All the transactions are in ordinary course of business and are at arm's length basis.</b></p>
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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 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:

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