

**ANNEXURE I**

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

1. Name of Listed Entity - **Xchanging Solutions Limited**  
 2. Quarter ending - **31-Mar-2019**

**i. Composition Of Board Of Director**

T i t l e  ( M r . / M s )	Name of the Director	DI N	P A N	Cate gory (Chai rpers on /Execu tive/No n- Execut ive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint me nt	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl uding this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) incl uding this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mmi ttee held in liste d entiti es incl uding this liste d entit y	Me mbe rshi p in Co mmi ttee s of the Co mpa ny	Remarks
Mr.	Chandrasekhar a Rao Boddoju	0 8 1 8 5 7 7 7	AC YP B0 21 2D	ED	C E O - M D	09- Aug- 2018			1	0	0		
Mr.	Henry D Souza	0 0 2 7 6 1 5 7	AA VP D9 72 6B	ID,C & NED		25- May- 2015		4 6	1	0	2	AC,SC, NRC	
Mr.	Shrenik Kumar	0	AB	ED		31-			1	2	0	AC,SC	

	Champalal	8 0 9 9 4 1 0	HP S5 95 5Q			Mar- 2018							
Mr s.	Gidugu Kalpana Tatavarti	0 6 6 4 4 1 0 5	AC XP T4 11 8R	NED		27- Mar- 2018			1	1	0	SC,NR C	
Mr.	Venkatesh Venkatasubba Ramanandasha stry Shastry	0 8 2 7 7 7 7 1	AE EP R9 39 4E	ID		15- Nov- 2018		5	1	2	0	AC,SC, NRC	

Company Remarks	
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	Henry D Souza	ID,C & NED	Chairperson	25-May-2015	
2	Shrenik Kumar Champalal	ED	Member	31-Mar-2018	
3	Venkatesh Venkatasubba Ramanandashastry Shastry	ID	Member	15-Nov-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

### b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Henry D Souza	ID,C &	Chairperson	25-May-	

		NED		2015	
2	Shrenik Kumar Champalal	ED	Member	31-Mar-2018	
3	Gidugu Kalpana Tataavarti	NED	Member	27-Mar-2018	
4	Venkatesh Venkatasubba Ramanandashastry Shastry	ID	Member	15-Nov-2018	

Company Remarks	
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	No

**d. Nomination and Remuneration Committee**

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

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
15-Nov-2018	13-Feb-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89

**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	15-Nov-2018	13-Feb-2019		Yes

Stakeholders Relationship Committee	15-Nov-2018	13-Feb-2019		Yes
Nomination & Remuneration Committee		13-Feb-2019		Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

**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	<b>Following material transaction with its wholly owned subsidiary, Xchanging Solutions (USA) Inc. (XSUI) during the quarter ended March 31' 2019 :1. Services provided by the Company to XSUI (including reimbursement of expenses) amounting to INR 44.70 Million. All the transactions are in ordinary course of business and are at arm's length basis.</b>
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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:

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

## ANNEXURE II

### Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
Details of business	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
Terms and conditions of appointment of	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
Composition of various committees of	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
Code of conduct of board of directors and	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
Details of establishment of vigil mechanism/	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
Criteria of making payments to non-	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
Policy on dealing with related party	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
Policy for determining 'material' subsidiaries	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
Details of familiarization programs imparted	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
Contact information of the designated officials of the listed	Yes		<a href="http://www.xchanging.com/investor-relations/xsl-">http://www.xchanging.com/investor-relations/xsl-</a>
email address for grievance redressal and	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
Financial results	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
Shareholding pattern	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Yes		<a href="http://www.xchanging.com">http://www.xchanging.com</a>
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	<i>23(2), (3)</i>	Yes	
<i>Approval for material related party transactions</i>	<i>23(4)</i>	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	<i>24(1)</i>	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	<i>24(2),(3),(4),(5) &amp; (6)</i>	Yes	
<i>Maximum Directorship &amp; Tenure</i>	<i>25(1) &amp; (2)</i>	Yes	
<i>Meeting of independent directors</i>	<i>25(3) &amp; (4)</i>	Yes	
<i>Familiarization of independent directors</i>	<i>25(7)</i>	Yes	
<i>Memberships in Committees</i>	<i>26(1)</i>	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	<i>26(3)</i>	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	<i>26(4)</i>	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	<i>26(2) &amp; 26(5)</i>	Yes	

<b>Other Information</b>	
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### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : **Mayank Jain**  
**Designation** : **Company Secretary & Compliance Officer**