

<b>General information about company</b>	
Scrip code	532616
NSE Symbol	XCHANGING
MSEI Symbol	NOTLISTED
ISIN	INE692G01013
Name of the entity	XCHANGING SOLUTIONS LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Netarankar	AAGPS8941J	08778377	Executive Director	Chairperson	CEO-MD	26-06-1968	NA		13-08-2021	27-09-2021		1	0	0	0	
Chakrabarti	ABHPS5955Q	08099410	Executive Director	Not Applicable		01-02-1976	NA		31-03-2018	31-03-2021		1	0	2	0	
D Souza	AAVPD9726B	00276157	Non-Executive - Independent Director	Not Applicable		26-04-1964	NA		29-02-2012	25-05-2020		60	1	1	1	
Chinnaiyer	ABFPR4806B	06720033	Non-Executive - Independent Director	Not Applicable		22-06-1949	NA		01-04-2019	13-08-2019		60	2	2	2	

### I. Composition of Board of Directors

#### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
5	Mr	Venkatesh Shastry Venkatasubba Ramanandashastry	AEEPR9394E	08277771	Non-Executive - Independent Director	Not Applicable		06-03-1973	NA		15-11-2018	13-08-2019		60	1	1
6	Mrs	Gidugu Kalpana Tatavarti	ACXPT4118R	06644105	Non-Executive - Non Independent Director	Not Applicable		30-07-1966	NA		27-03-2018	26-09-2018			1	0

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06720033	Nonavinakeri Srinivasaiyengar Rama	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	00276157	Henry D Souza	Non-Executive - Independent Director	Member	29-02-2012		
3	08277771	Venkatesh Shastry Venkatasubba Ramanandashastry	Non-Executive - Independent Director	Member	15-11-2018		
4	08099410	Shrenik Kumar Champalal	Executive Director	Member	31-03-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08277771	Venkatesh Shastry Venkatasubba Ramanandashastry	Non-Executive - Independent Director	Chairperson	15-11-2018		
2	00276157	Henry D Souza	Non-Executive - Independent Director	Member	07-11-2014		
3	06720033	Nonavinakeri Srinivasaiyengar Rama	Non-Executive - Independent Director	Member	01-04-2019		
4	06644105	Gidugu Kalpana Tatavarti	Non-Executive - Non Independent Director	Member	27-03-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00276157	Henry D Souza	Non-Executive - Independent Director	Chairperson	07-11-2014		
2	06720033	Nonavinakeri Srinivasaiyengar Rama	Non-Executive - Independent Director	Member	01-04-2019		
3	08277771	Venkatesh Shastry Venkatasubba Ramanandashastry	Non-Executive - Independent Director	Member	15-11-2018		
4	06644105	Gidugu Kalpana Tatavarti	Non-Executive - Non Independent Director	Member	27-03-2018		
5	08099410	Shrenik Kumar Champalal	Executive Director	Member	31-03-2018		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08099410	Shrenik Kumar Champalal	Executive Director	Chairperson	31-05-2021		
2	06720033	Nonavinakeri Srinivasaiyengar Rama	Non-Executive - Independent Director	Member	31-05-2021		
3	08778377	Nachiket Vibhakar Sukhtankar	Executive Director	Member	13-08-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00276157	Henry D Souza	Non-Executive - Independent Director	Chairperson	07-11-2014		
2	06720033	Nonavinakeri Srinivasaiyengar Rama	Non-Executive - Independent Director	Member	01-04-2019		
3	08277771	Venkatesh Shastry Venkatasubba Ramanandashastry	Non-Executive - Independent Director	Member	15-11-2018		
4	06644105	Gidugu Kalpana Tatavarti	Non-Executive - Non Independent Director	Member	27-03-2018		
5	08099410	Shrenik Kumar Champalal	Executive Director	Member	31-03-2018		



<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	11-11-2021				Yes	6	3
2		10-02-2022	90		Yes	6	3

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)		
1	Audit Committee	11-11-2021				Yes	4	3
2	Audit Committee	10-02-2022	90			Yes	4	3
3	Stakeholders Relationship Committee	11-11-2021				Yes	5	3
4	Stakeholders Relationship Committee	10-02-2022				Yes	5	3
5	Risk Management Committee	23-03-2022				Yes	3	1
6	Corporate Social Responsibility Committee	11-11-2021				Yes	5	3

Annexure 1								
IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Risk Management Committee	11-11-2021				Yes	3	1

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	Mayank Jain
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
3	Composition of various committees of board of directors	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>



Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
12	Financial results	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
13	Shareholding pattern	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
21	Materiality Policy as per Regulation 30	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations">https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations</a>

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	Mayank Jain
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	Mayank Jain
2	Designation	Company Secretary and Compliance Officer



<b>Additional Half yearly Disclosure</b>			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	161800000	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
<b>II. Affirmations</b>			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)	
Name	Shrenik Kumar Champalal		
Designation	CFO		
Place	Bangalore		
Date	19-04-2022		

<b>Signatory Details</b>	
Name of signatory	Mayank Jain
Designation of person	Company Secretary and Compliance Officer
Place	Delhi
Date	19-04-2022

