

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity - Xchanging Solutions Limited

2. Quarter ending - 31-Dec-2021

i. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Term	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	Nachiket Vibhakar Sukhtankar	08778377	AAGPS8941J	C & ED	CEO-MD	13-Aug-2021	13-Aug-2021			26-Jun-1968	NA		1	0	0	0	RMC
Mr.	Shrenik Kumar Champalal	08099410	ABHPS5955Q	ED		31-Mar-2018	30-Mar-2021			01-Feb-1976	NA		1	0	2	0	AC, SRC, RMC, CSR
Mr.	Henry D Souza	00276157	AAVPD9726B	ID		29-Feb-2012	25-May-2020		60	26-Apr-1964	NA		1	1	1	1	AC, SRC, NRC, CSR
Mrs.	Nonavinakeri Srinivasaiyengar Rama	06720033	ABFPR4806B	ID		01-Apr-2019	13-Aug-2019		60	22-Jun-1949	NA		2	2	2	2	AC, SRC, NRC, CSR, RMC
Mr.	Venkatesh Shastry Venkatasubba Ramanandashastry	08277771	AEEPR9394E	ID		15-Nov-2018	13-Aug-2019		60	06-Mar-1973	NA		1	1	2	0	AC, SRC, NRC, CSR
Mrs.	Gidugu Kalpana Tatavarti	06644105	ACXPT4118R	NED		27-Mar-2018	26-Sep-2018			30-Jul-1966	NA		1	0	1	0	SRC, NRC, CSR

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. Composition of Committees**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Nonavinakeri Srinivasaiyengar Rama	ID	Chairperson	01-Apr-2019	
2	Henry D Souza	ID	Member	29-Feb-2012	
3	Venkatesh Shastry Venkatasubba Ramanandashastry	ID	Member	15-Nov-2018	
4	Shrenik Kumar Champalal	ED	Member	31-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Venkatesh Shastry Venkatasubba Ramanandashastry	ID	Chairperson	15-Nov-2018	
2	Henry D Souza	ID	Member	07-Nov-2014	
3	Nonavinakeri Srinivasaiyengar Rama	ID	Member	01-Apr-2019	
4	Gidugu Kalpana Tatavarti	NED	Member	27-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Henry D Souza	ID	Chairperson	07-Nov-2014	
2	Nonavinakeri Srinivasaiyengar Rama	ID	Member	01-Apr-2019	
3	Venkatesh Shastry Venkatasubba Ramanandashastry	ID	Member	15-Nov-2018	
4	Gidugu Kalpana Tatavarti	NED	Member	27-Mar-2018	
5	Shrenik Kumar Champalal	ED	Member	31-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Corporate Social Responsibility Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Henry D Souza	ID	Chairperson	07-Nov-2014	
2	Nonavinakeri Srinivasaiyengar Rama	ID	Member	01-Apr-2019	
3	Venkatesh Shastry Venkatasubba Ramanandashastry	ID	Member	15-Nov-2018	
4	Gidugu Kalpana Tatavarti	NED	Member	27-Mar-2018	
5	Shrenik Kumar Champalal	ED	Member	31-Mar-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

e. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Shrenik Kumar Champalal	ED	Chairperson	31-May-2021	
2	Nonavinakeri Srinivasaiyengar Rama	ID	Member	31-May-2021	
3	Nachiket Vibhakar Sukhtankar	ED	Member	13-Aug-2021	

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
13-Aug-2021	11-Nov-2021	Yes	3	3

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	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	13-Aug-2021	11-11-2021	Yes	4	3
Stakeholders Relationship Committee	13-Aug-2021	11-11-2021	Yes	5	3
Nomination and Remuneration Committee	13-Aug-2021	-	Yes	4	3
Corporate Social Responsibility Committee	-	11-11-2021	Yes	5	3
Risk Management Committee	-	11-11-2021	Yes	3	1

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

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	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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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 1000 listed entities) - **Yes**
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 - **NA**

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