General information ab	General information about company								
Scrip code	532616								
NSE Symbol	XCHANGING								
MSEI Symbol	NOTLISTED								
ISIN	INE692G01013								
Name of the entity	XCHANGING SOLUTIONS LIMITED								
Date of start of financial year	01-04-2022								
Date of end of financial year	31-03-2023								
Reporting Quarter	Yearly								
Date of Report	31-03-2023								
Risk management committee	Applicable								
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities								

### Annexure I

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

### I. Composition of Board of Directors

oard of d	irectors exp	lanatory														
y has a I	Regular Cha	irperson	Yes													
son is re	lated to MD	or CEO	No	Disqualific Companies		tors under sect	ion 164 of the									
ategory 1 directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Reappointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	in li enti inclu this l ent (Re Regu 17A(
ecutive rector	Chairperson	CEO- MD	26- 06- 1968	No				Active	NA		13-08-2021	27-09-2021			1	0
ecutive	Not Applicable		01- 02- 1976	No				Active	NA		31-03-2018	31-03-2021			1	0
ecutive - lependent rector	Not Applicable		26- 04- 1964	No				Active	NA		29-02-2012	25-05-2020		133	1	1
ecutive - lependent rector	Not Applicable		22- 06- 1949	No				Active	NA		01-04-2019	13-08-2019		48	2	2

## I. Composition of Board of Directors

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

Whether the listed	l entity l	ıas a Regula	ır Chairperson
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									_	•							
1 's	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Reappointment	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	1 ( i
- nt	Not Applicable		30- 07- 1966	No				Active	NA		27-03-2018	26-09-2018			1	0	1
- nt	Not Applicable		09- 02- 1962	No				Active	NA		04-05-2022	03-08-2022		11	3	3	(

Αυ	ıdit Committ	ee Details					
		Whether	the Audit Committee has a R	tegular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	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	08099410	Shrenik Kumar Champalal	Executive Director	Member	31-03-2018		
4	00367424	Pankaj Vaish	Non-Executive - Independent Director	Member	04-05-2022		

No	mination and	d remuneration committee					
	Wh	ether the Nomination and rer	nuneration committee has a R	egular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Date of Appointment	Date of Cessation	Remarks		
1	00367424 Pankaj Vaish Non-Executive - Independent Director			Chairperson	04-05-2022		
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		

Sta	akeholders R	elationship Committee					
		Whether the Stakeholders Re	elationship Committee has a R	egular 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	Chairperson	07-11-2014			
2	06720033	Nonavinakeri Srinivasaiyengar Rama	Non-Executive - Independent Director	Member	01-04-2019		
3	06644105	Gidugu Kalpana Tatavarti	Non-Executive - Non Independent Director	Member	27-03-2018		
4	08099410	Shrenik Kumar Champalal	Executive Director	Member	31-03-2018		
5	00367424	Pankaj Vaish	Non-Executive - Independent Director	Member	04-05-2022		

Ri	Risk Management Committee										
Sr	DIN Number	Name of Committee members	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						

Co	rporate Soci	al Responsibility Committe	e				
	Whetl	her the Corporate Social Resp	oonsibility Committee has a R	egular Chairperson	Yes		
Sr	DIN Number	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	06644105	Gidugu Kalpana Tatavarti	Non-Executive - Non Independent Director	Member	27-03-2018		
4	08099410	Shrenik Kumar Champalal	Executive Director	Member	31-03-2018		
5	00367424	Pankaj Vaish	Non-Executive - Independent Director	Member	04-05-2022		

Other Committee								
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks		

	Annexure 1									
An	Annexure 1									
Ш	III. Meeting of Board of Directors									
Di	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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*		
1	10-11-2022				Yes	6	5	3		
2		10-02-2023	91		Yes	6	6	3		

					Annexu	re 1				
IV.	Meeting of Co	ommittees								
	Disclosure of notes on meeting of committees explanatory									
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	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	10-11-2022				Yes	4	4	3	0
2	Audit Committee	10-02-2023	91			Yes	4	4	3	0
3	Stakeholders Relationship Committee	10-11-2022				Yes	5	4	3	0
4	Stakeholders Relationship Committee	10-02-2023	91			Yes	5	5	3	0
5	Risk Management Committee	01-03-2023	18			Yes	3	3	1	0

	Annexure 1					
V.	7. Related Party Transactions					
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				

	Annexure 1				
VI.	Affirmations				
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 1000 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			

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

	Annexure II					
	Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)					
I. I	Disclosure on wo	ebsite in terms	of Listing R	egulations		
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		https://dxc.com/content/dam/dxc/projects/dxc-com/in/pdfs/About%20Us/investor-relations/xchanging-ir-documents/disclosures-under-regulation-46-of-the-sebi-listing-regulations/details%20of%20business.pdf		
2	Terms and conditions of appointment of independent directors	Yes		https://dxc.com/content/dam/dxc/projects/dxc-com/in/pdfs/About%20Us/investor-relations/xchanging-ir-documents/disclosures-under-regulation-46-of-the-sebi-listing-regulations/terms%20and%20conditions%20of%20appointment%20of%20independent%20directors.pdf		
3	Composition of various committees of board of directors	Yes		https://dxc.com/content/dam/dxc/projects/dxc-com/in/pdfs/About%20Us/investor-relations/xchanging-ir-documents/disclosures-under-regulation-46-of-the-sebi-listing-regulations/composition%20of%20various%20committees%20of%20board%20of%20directors.pdf		
4	Code of conduct of board of directors and senior management personnel	Yes		https://dxc.com/content/dam/dxc/projects/dxc-com/in/pdfs/About%20Us/investor-relations/xchanging-ir-documents/disclosures-under-regulation-46-of-the-sebi-listing-regulations/Code%20of%20conduct%20of%20board%20of%20directors%20and%20senior%20management%20personnel.pdf		
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://dxc.com/content/dam/dxc/projects/dxc-com/in/pdfs/About%20Us/investor-relations/xchanging-ir-documents/disclosures-under-regulation-46-of-the-sebi-listing-regulations/policies/new-policies/Xchanging_Whistle%20Blower%20Policy.pdf		
6	Criteria of making payments to non-executive directors	NA				
7	Policy on dealing with related party transactions	Yes		https://dxc.com/content/dam/dxc/projects/dxc-com/in/pdfs/About%20Us/investor-relations/xchanging-ir-documents/disclosures-under-regulation-46-of-the-sebi-listing-regulations/policies/new-policies/Policy%20on%20RPT%20-%20XSL.pdf		
8	Policy for determining 'material' subsidiaries	Yes		https://dxc.com/content/dam/dxc/projects/dxc-com/in/pdfs/About%20Us/investor-relations/xchanging-ir-documents/disclosures-under-regulation-46-of-the-sebi-listing-regulations/policies/new-policies/XSL-POLICY%20FOR%20DETERMINATION%20OF%20MATERIAL%20SUBSIDIARIES.pdf		
9	Details of familiarization programmes imparted to independent directors	Yes		https://dxc.com/content/dam/dxc/projects/dxc-com/in/pdfs/About%20Us/investor-relations/xchanging-ir-documents/disclosures-under-regulation-46-of-the-sebi-listing-regulations/policies/Familiarization-programme-for-Independent-Director.pdf		

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 If status is "No" Compliance details of Sr Item status non-Web address (Yes/No/NA compliance may be given here. Contact information of the designated officials of the listed entity https://dxc.com/content/dam/dxc/projects/dxc-com/in/pdfs/About%20Us/investor-relations/xchanging-ir-documents/discl 10 who are regulation-46-of-the-sebi-listing-regulationsresponsible for -/contact%20information%20of%20the%20designated%20officials%20for%20assisting%20and%20handling%20investo assisting and handling investor grievances email address for grievance https://dxc.com/content/dam/dxc/projects/dxc-com/in/pdfs/About%20Us/investor-relations/xchanging-ir-documents/discl redressal and Yes regulation-46-of-the-sebi-listing-regulations--/the%20email%20address%20for%20grievance%20redressal%20and%20other%20relevant%20details.pdf other relevant details Financial 12 Yes https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations#accordion-6fa4fa2176-item-2ecd84847c results Shareholding 13 Yes https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations#accordion-013947e1a1-item-898fa86dd7 pattern Details of agreements entered into 14 with the media NA companies and/or their associates Schedule of analyst or institutional investor meet and presentations made by the 15 listed entity to NA analysts or institutional investors simultaneously with submission to stock exchange New name and 16 the old name of the listed entity Advertisements as per https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations#accordion-45811db9d6-item-5cbdd9b11e 17 Yes regulation 47 Credit rating or revision in 18 NA credit rating obtained Separate audited financial statements of each subsidiary

https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations#accordion-013947e1a1-item-d4196b3c16

https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations

Yes

Yes

19

20

of the listed entity in respect of a relevant financial year

Whether

company has provided information under separate section on its website as per

, -			3
	Regulation 46(2)		
21	Materiality Policy as per Regulation 30	Yes	https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations#accordion-013947e1a1-item-dd4b786b0e
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://dxc.com/content/dam/dxc/projects/dxc-com/in/pdfs/About%20Us/investor-relations/xchanging-ir-documents/discl regulation-46-of-the-sebi-listing-regulations/policies/new-policies/XSL_Dividend%20distribution%20Policy.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes	https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations

	Annexure II					
II.	Annual Affirmations					
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			

	Annexure II					
II.	Annual Affirmations					
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			

	Annexure II					
II.	Annual Affirmations					
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)	NA			
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			

	Annexure II					
II.	Annual Affirmations					
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)	Yes			
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes			
	Any other information to be provided - Add Notes					

Annexure II		
1	Name of signatory	Mayank Jain
2	Designation	Company Secretary and Compliance Officer

	Annexure II				
Ш	III. Affirmations				
Sr	Particulars	Compliance status (Yes/No/NA)			
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				

Annexure II		
1 Name of signatory Mayank Jain		Mayank Jain
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure				
Applicability of disclosure	Applicable			
Reason for Non Applicability	Textual Information(1)			
I. Disclosure of Loans/ guarantees/comfort lette	ers /securities etc.refer note below			
(A)Any loan or any other form of debt advanced b	y 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) 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  Balance outstanding at				
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	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	
(C) Any security provided by the listed	l entity directly or indirectly, in c	connection with a	ny loan(s) or any	
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)	
II. Affirmations				
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	13-04-2023			

Signatory Details		
Name of signatory	Mayank Jain	
Designation of person	Company Secretary and Compliance Officer	
Place	Delhi	
Date	13-04-2023	