

XSL/SE/2024-25/22

July 24, 2024

The Secretary  
Listing Department  
BSE Limited  
PJ Towers,  
Dalal Street,  
Mumbai - 400 001  
Script Code: 532616

The Secretary  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block, Bandra Kurla  
Complex, Bandra (East), Mumbai 400 051  
Script Code: XCHANGING

**Sub: Details of Voting Results through Remote e-Voting and e-Voting at the AGM under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”) along with Consolidated Scrutinizer's Report**

**Xchanging Solutions Limited, a DXC  
Technology Company**

CIN: L72200KA2002PLC030072  
Registered Office: HP Avenue, 39/40,  
Electronic City, Hosur Main Road, Bengaluru  
560 100, Karnataka, India  
T +91 80 6972 9602  
www.dxc.com  
URL: <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>  
Email: [xchangingcompliance@dxc.com](mailto:xchangingcompliance@dxc.com)

Dear Sir(s),

This is to inform that the 23<sup>rd</sup> Annual General Meeting (“AGM”) of the Company was held earlier today Wednesday, July 24, 2024 commenced at 10:00 A.M. (IST) and concluded at 10:50 A.M. (IST) through Video Conferencing (“VC”) facility.

The details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, is enclosed herewith in the prescribed format as **Annexure – 1**.

We are also enclosing the Consolidated Report of the Scrutinizer on Remote e-Voting and e-Voting at the AGM annexed here as **Annexure – 2**.

The voting results and the Consolidated Report of the Scrutinizer will be uploaded in due course on the Company’s website at <https://www.dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations> and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

This is for your information and records.

Thanking You,

Yours Sincerely,  
**For Xchanging Solutions Limited**

**Mayank Jain**  
Company Secretary  
Membership No: - A26620  
*Encl: As above*

**Annexure – 1**

**[A] DETAILS OF THE PROCEEDINGS OF THE MEETING**

S. No	Particulars	Details
1	Date of AGM	Wednesday, July 24, 2024
2	Total No. of Shareholders as on Cut-off Date i.e. Wednesday, July 17, 2024 for voting purpose	75,693
3	No. of Shareholders present in the AGM either in person or through proxy  (a) Promoter and Promoter Group(s) :  (b) Public :	Not Applicable
4	Total No. of shareholders attended the AGM through Video Conferencing and Other Audio-Visual Means facility:  (a) Promoter and Promoter Group(s) :  (b) Public :	3  75

**[B] RESULTS OF THE MEETING**

S. No.	Agenda	Type of Resolution (Ordinary/Special)	Mode of Voting	Remarks
1.	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and  b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
2.	To declare final dividend of Rs 4/- per equity share (including special dividend of Rs 2/- per equity share) of face value of Rs 10/- each for the financial year ended March 31, 2024	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
3.	To appoint a Director in place of Mr. Shrenik Kumar Champalal (DIN 08099410), who retires by rotation and being eligible, offers himself for re-appointment as a Director	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
4.	Re-appointment of Mr. Nachiket Vibhakar Sukhtankar (DIN: 08778377) as Managing	Special Resolution	Remote e-Voting and	Passed with requisite majority

	Director & CEO of the Company for a period of three years		e-Voting during the AGM	
5.	Appointment of Mr. Kartik Ganapathy Iyer (DIN:09318280) as a Non-Executive Non-Independent Director of the Company.	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
6.	Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and DXC Technology Services LLC	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
7.	Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and Xchanging Technology Services India Private Limited	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
8.	Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and CSC Covansys Corporation	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority
9.	Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and Computer Sciences Corporation	Ordinary Resolution	Remote e-Voting and e-Voting during the AGM	Passed with requisite majority

**[C] RESOLUTIONWISE DETAILS OF VOTING RESULTS:** Details of voting results, as per the requirements of Regulation 44(3) of the SEBI Listing Regulations, as attached.

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### General information about company

Scrip code	532616
NSE Symbol	XCHANGING
MSEI Symbol	NOTLISTED
ISIN	INE692G01013
Name of the company	XCHANGING SOLUTIONS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-07-2024
Start time of the meeting	10:00 AM
End time of the meeting	10:50 AM

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### Scrutinizer Details

Name of the Scrutinizer	Mr. Ankush Agarwal
Firms Name	MAKS & CO.
Qualification	CS
Membership Number	9719
Date of Board Meeting in which appointed	23-05-2024
Date of Issuance of Report to the company	24-07-2024

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Voting results	
Record date	17-07-2024
Total number of shareholders on record date	75693
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	3
b) Public	75
<b>No. of resolution passed in the meeting</b>	<b>9</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	582485	79846	13.7078	79846	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		582485	79846	13.7078	79846	0	100.0000
Public- Non Institutions	E-Voting	27268444	149149	0.5470	147453	1696	98.8629	1.1371
	Poll		22786	0.0836	22780	6	99.9737	0.0263
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		27268444	171935	0.6305	170233	1702	99.0101
<b>Total</b>		111403716	83804568	75.2260	83802866	1702	99.9980	0.0020
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare final dividend of Rs 4/- per equity share (including special dividend of Rs 2/- per equity share) of face value of Rs 10/- each for the financial year ended March 31, 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	582485	79846	13.7078	79846	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		582485	79846	13.7078	79846	0	100.0000
Public- Non Institutions	E-Voting	27268444	149797	0.5493	148101	1696	98.8678	1.1322
	Poll		22786	0.0836	22780	6	99.9737	0.0263
	Postal Ballot (if applicable)							
	<b>Total</b>		27268444	172583	0.6329	170881	1702	99.0138
<b>Total</b>		111403716	83805216	75.2266	83803514	1702	99.9980	0.0020
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Shrenik Kumar Champalal (DIN 08099410), who retires by rotation and being eligible, offers himself for re-appointment as a Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	582485	79846	13.7078	0	79846	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		582485	79846	13.7078	0	79846	0.0000
Public- Non Institutions	E-Voting	27268444	149149	0.5470	146620	2529	98.3044	1.6956
	Poll		22786	0.0836	22780	6	99.9737	0.0263
	Postal Ballot (if applicable)							
	<b>Total</b>		27268444	171935	0.6305	169400	2535	98.5256
<b>Total</b>		111403716	83804568	75.2260	83722187	82381	99.9017	0.0983
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Nachiket Vibhakar Sukhtankar (DIN: 08778377) as Managing Director & CEO of the Company for a period of three years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		83552787	83552787	100.0000	83552787	0	100.0000
Public-Institutions	E-Voting	582485	79846	13.7078	0	79846	0.0000	100.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		582485	79846	13.7078	0	79846	0.0000
Public- Non Institutions	E-Voting	27268444	148816	0.5457	146420	2396	98.3900	1.6100
	Poll		22786	0.0836	22780	6	99.9737	0.0263
	Postal Ballot (if applicable)							
	<b>Total</b>		27268444	171602	0.6293	169200	2402	98.6002
<b>Total</b>		111403716	83804235	75.2257	83721987	82248	99.9019	0.0981
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Kartik Ganapathy Iyer(DIN:09318280) as a Non-Executive Non-Independent Director of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	582485	79846	13.7078	78978	868	98.9129	1.0871
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		582485	79846	13.7078	78978	868	98.9129
Public- Non Institutions	E-Voting	27268444	149139	0.5469	147243	1896	98.7287	1.2713
	Poll		22786	0.0836	22780	6	99.9737	0.0263
	Postal Ballot (if applicable)							
	<b>Total</b>		27268444	171925	0.6305	170023	1902	98.8937
<b>Total</b>		111403716	83804558	75.2260	83801788	2770	99.9967	0.0033
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and DXC Technology Services LLC				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83552787	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		83552787	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	582485	79846	13.7078	79846	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		582485	79846	13.7078	79846	0	100.0000
Public- Non Institutions	E-Voting	27268444	148816	0.5457	146920	1896	98.7259	1.2741
	Poll		22786	0.0836	22780	6	99.9737	0.0263
	Postal Ballot (if applicable)							
	<b>Total</b>		27268444	171602	0.6293	169700	1902	98.8916
<b>Total</b>		111403716	251448	0.2257	249546	1902	99.2436	0.7564
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and Xchanging Technology Services India Private Limited				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83552787	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		83552787	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	582485	79846	13.7078	79846	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		582485	79846	13.7078	79846	0	100.0000
Public- Non Institutions	E-Voting	27268444	148816	0.5457	146920	1896	98.7259	1.2741
	Poll		22786	0.0836	22780	6	99.9737	0.0263
	Postal Ballot (if applicable)							
	<b>Total</b>		27268444	171602	0.6293	169700	1902	98.8916
<b>Total</b>		111403716	251448	0.2257	249546	1902	99.2436	0.7564
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and CSC Covansys Corporation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83552787	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		83552787	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	582485	79846	13.7078	79846	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		582485	79846	13.7078	79846	0	100.0000
Public- Non Institutions	E-Voting	27268444	148816	0.5457	146920	1896	98.7259	1.2741
	Poll		22786	0.0836	22780	6	99.9737	0.0263
	Postal Ballot (if applicable)							
	<b>Total</b>		27268444	171602	0.6293	169700	1902	98.8916
<b>Total</b>		111403716	251448	0.2257	249546	1902	99.2436	0.7564
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and Computer Sciences Corporation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83552787	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		83552787	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	582485	79846	13.7078	79846	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		582485	79846	13.7078	79846	0	100.0000
Public- Non Institutions	E-Voting	27268444	148816	0.5457	146920	1896	98.7259	1.2741
	Poll		22786	0.0836	22780	6	99.9737	0.0263
	Postal Ballot (if applicable)							
	<b>Total</b>		27268444	171602	0.6293	169700	1902	98.8916
<b>Total</b>		111403716	251448	0.2257	249546	1902	99.2436	0.7564
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

O: 516, Fifth Floor, Wave Silver Tower, Sector 18,  
Noida, U.P. – 201301

E: [services@forecoreprofessionals.com](mailto:services@forecoreprofessionals.com)

D: +120 120 413 2722

**Annexure-2**

Date: July 24, 2024

**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
**Xchanging Solutions Limited**  
HP Avenue, 39/40, Electronic City,  
Hosur Main Road, Bengaluru - 560 100,  
Karnataka, India  
[CIN: L72200KA2002PLC030072]

Dear Sir,

**SUB: CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED BY COMPANIES (MANAGEMENT AND ADMINISTRATION) AMENDMENT RULES, 2015 FOR THE 23<sup>RD</sup> ANNUAL GENERAL MEETING OF XCHANGING SOLUTIONS LIMITED, FOR THE FINANCIAL YEAR 2023-24, HELD ON WEDNESDAY, JULY 24, 2024 AT 10:00 A.M. (IST) THROUGH VIDEO CONFERENCING**

I, Ankush Agarwal, Partner (Membership No. F9719 & COP. No. 14486) of M/s. MAKS & Co., Practicing Company Secretaries (FRN : P2018UP067700), had been appointed as the Scrutinizer by the Board of Directors pursuant to Section 108 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“**The Rules**”), as amended, to conduct the Remote e-Voting and e-Voting process in a fair and transparent manner in respect of the below mentioned resolutions as proposed at the 23<sup>rd</sup> Annual General Meeting (“**AGM**”) of Xchanging Solutions Limited (“**the Company**”), held on Wednesday, July 24, 2024 at 10:00 A.M. (IST) through Video Conferencing (“**VC**”).

The Management of the Company is responsible to ensure the compliances of the Act and the Rules thereof on the resolutions contained in the Notice of the AGM. My responsibilities as scrutinizer is restricted to make a scrutinizer’s report of the votes cast ‘For’ or ‘Against’ the resolutions stated in the Notice.

**Report on scrutiny:**

1. The AGM Notice was circulated by the Company to the shareholders whose email addresses are registered with the Company/Depositories for convening of AGM of the Company on Wednesday, July 24, 2024 at 10.00 A.M. (IST) through VC to transact the business, as set out in the AGM Notice, as stated above, in compliance with the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and circulars issued by the Securities and Exchange Board of India (“**SEBI Circulars**”) (hereinafter collectively referred to as “**the Circulars**”) permitting the Companies to hold General Meetings without the physical presence of Members at a common venue. The dispatch of the Notice of AGM through e-mails was completed on Friday, June 28, 2024.
2. The Company had availed the Remote e-Voting and e-Voting Facility offered by M/s. KFin Technologies Limited (“**KFin Technologies**”) for conducting Remote e-Voting / e-Voting by the Shareholders of the Company.
3. The Remote e-voting commenced from Sunday, July 21, 2024 at 09.00 A.M. (IST) and ended on Tuesday, July 23, 2024 at 5.00 P.M. (IST) and at the end of Remote e-Voting period, voting portal of service provider was blocked forthwith.





4. Members who had not cast their vote by Remote e-Voting were allowed to do e-Voting at the AGM.
5. The Equity Shareholders holding shares as on Cut-off Date i.e. Wednesday, July 17, 2024, were entitled to vote on the resolutions stated in the Notice of the AGM of the Company.
6. After the closure of e-Voting at the AGM, the report on e-Voting done at the AGM and the votes cast under Remote e-Voting facility prior to the AGM were unblocked and were counted.
7. I have scrutinized and reviewed the Remote e-Voting prior and e-Voting during the AGM and votes cast therein based on the data downloaded from the e-Voting system of KFin Technologies.
8. I now submit my consolidated report as under on the result of the Remote e-Voting prior and e-Voting during the AGM in respect of the following resolutions.

S. No.	Type of Resolution	Particulars
1	Ordinary Resolution	To receive, consider and adopt:  (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon; and  (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of Auditors thereon.
2	Ordinary Resolution	To declare final dividend of Rs 4/- per equity share (including special dividend of Rs 2/- per equity share) of face value of Rs 10/- each for the financial year ended March 31, 2024.
3	Ordinary Resolution	To appoint a Director in place of Mr. Shrenik Kumar Champalal (DIN 08099410), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
4	Special Resolution	Re-appointment of Mr. Nachiket Vibhakar Sukhtankar (DIN: 08778377) as Managing Director & CEO of the Company for a period of three years.
5	Ordinary Resolution	Appointment of Mr. Kartik Ganapathy Iyer (DIN:09318280) as a Non-Executive Non-Independent Director of the Company.
6	Ordinary Resolution	Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and DXC Technology Services LLC.
7	Ordinary Resolution	Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and Xchanging Technology Services India Private Limited.
8	Ordinary Resolution	Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and CSC Covansys Corporation.
9	Ordinary Resolution	Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and Computer Sciences Corporation.

**CONSOLIDATED REPORT ON RESULT OF VOTING THROUGH REMOTE E-VOTING PRIOR AND E-VOTING DURING THE AGM IS AS UNDER:****ITEM NO. 1: ORDINARY RESOLUTION****TO RECEIVE, CONSIDER AND ADOPT:****(A) THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND****(B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, TOGETHER WITH THE REPORT OF AUDITORS THEREON.**(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
125	8,38,02,866	99.998

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
9	1,702	0.002

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

**Note(s):**

- (1) 6 Members holding 1,333 Equity Shares abstained from voting on the Resolution No. 1 and therefore these shares (i.e. 1,333) were not considered for reckoning valid votes; and
- (2) 1 Member voted less by 640 Equity Shares on the Resolution No. 1 than the shares he/she holds and therefore these shares (i.e. 640) were not considered for reckoning valid votes.

**ITEM NO. 2: ORDINARY RESOLUTION****TO DECLARE FINAL DIVIDEND OF RS 4/- PER EQUITY SHARE (INCLUDING SPECIAL DIVIDEND OF RS 2/- PER EQUITY SHARE) OF FACE VALUE OF RS 10/- EACH FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
127	8,38,03,514	99.998



(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
9	1,702	0.002

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

**Note:**

(1) 4 Members holding 1,325 Equity Shares abstained from voting on the Resolution No. 2 and therefore these shares (i.e. 1,325) were not considered for reckoning valid votes

**ITEM NO. 3: ORDINARY RESOLUTION**

**TO APPOINT A DIRECTOR IN PLACE OF MR. SHRENIK KUMAR CHAMPALAL (DIN 08099410), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR**

(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
120	8,37,22,187	99.902

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
15	82,381	0.098

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

**Note(s):**

(1) 6 Members holding 1,333 Equity Shares abstained from voting on the Resolution No. 3 and therefore these shares (i.e. 1,333) were not considered for reckoning valid votes;

(2) 1 Member voted less by 640 Equity Shares on the Resolution No. 3 than the shares he/she holds and therefore these shares (i.e. 640) were not considered for reckoning valid votes; and

(3) 1 Member holding 333 Equity Shares had partially 'voted in favour' and partially 'voted against' for 333 Equity Shares and, therefore, this Member was considered in both the categories at (i) and (ii) herein above.

**ITEM NO. 4: SPECIAL RESOLUTION****RE-APPOINTMENT OF MR. NACHIKET VIBHAKAR SUKHTANKAR (DIN: 08778377) AS  
MANAGING DIRECTOR & CEO OF THE COMPANY FOR A PERIOD OF THREE YEARS**(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
119	8,37,21,987	99.902

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
14	82,248	0.098

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

**Note(s):**

- (1) 7 Members holding 1,666 Equity Shares abstained from voting on the Resolution No. 4 and therefore these shares (i.e. 1,666) were not considered for reckoning valid votes; and
- (2) 1 Member voted less by 640 Equity Shares on the Resolution No. 4 than the shares he/she holds and therefore these shares (i.e. 640) were not considered for reckoning valid votes.

**ITEM NO. 5: ORDINARY RESOLUTION****APPOINTMENT OF MR. KARTIK GANAPATHY IYER (DIN:09318280) AS A NON-EXECUTIVE  
NON-INDEPENDENT DIRECTOR OF THE COMPANY**(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
121	8,38,01,788	99.997

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
12	2770	0.003

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

**Note(s):**

- (1) 7 Members holding 1,343 Equity Shares abstained from voting on the Resolution No. 5 and therefore these shares (i.e. 1,343) were not considered for reckoning valid votes; and
- (2) 1 Member voted less by 640 Equity Shares on the Resolution No. 5 than the shares he/she holds and therefore these shares (i.e. 640) were not considered for reckoning valid votes.

**ITEM NO. 6: ORDINARY RESOLUTION****MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN XCHANGING SOLUTIONS (USA), INC. AND DXC TECHNOLOGY SERVICES LLC**(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
120	2,49,546	99.244

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
10	1,902	0.756

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

**Note(s):**

- (1) 10 Members holding 8,35,54,453 Equity Shares abstained from voting on the Resolution No. 6 and therefore these shares (i.e. 8,35,54,453) were not considered for reckoning valid votes; and
- (2) 1 Member voted less by 640 Equity Shares on the Resolution No. 6 than the shares he/she holds and therefore these shares (i.e. 640) were not considered for reckoning valid votes.

**ITEM NO. 7: ORDINARY RESOLUTION****MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN XCHANGING SOLUTIONS (USA), INC. AND XCHANGING TECHNOLOGY SERVICES INDIA PRIVATE LIMITED**(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
120	2,49,546	99.244

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
10	1,902	0.756

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

**Note(s):**

- (1) 10 Members holding 8,35,54,453 Equity Shares abstained from voting on the Resolution No. 7 and therefore these shares (i.e. 8,35,54,453) were not considered for reckoning valid votes; and
- (2) 1 Member voted less by 640 Equity Shares on the Resolution No. 7 than the shares he/she holds and therefore these shares (i.e. 640) were not considered for reckoning valid votes.

**ITEM NO. 8: ORDINARY RESOLUTION****MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN XCHANGING SOLUTIONS (USA), INC. AND CSC COVANSYS CORPORATION**(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
120	2,49,546	99.244

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
10	1,902	0.756

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

**Note(s):**

- (1) 10 Members holding 8,35,54,453 Equity Shares abstained from voting on the Resolution No. 8 and therefore these shares (i.e. 8,35,54,453) were not considered for reckoning valid votes; and
- (2) 1 Member voted less by 640 Equity Shares on the Resolution No. 8 than the shares he/she holds and therefore these shares (i.e. 640) were not considered for reckoning valid votes.

**ITEM NO. 9: ORDINARY RESOLUTION****MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN XCHANGING SOLUTIONS (USA), INC. AND COMPUTER SCIENCES CORPORATION**(i) Voted in **favour** of the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
120	2,49,546	99.244



**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

O: 516, Fifth Floor, Wave Silver Tower, Sector 18,  
Noida, U.P. – 201301

E: [services@forecoreprofessionals.com](mailto:services@forecoreprofessionals.com)

D: +120 120 413 2722

(ii) Voted **against** the resolution:

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
10	1,902	0.756

(iii) Votes **invalid**:

Number of Members whose votes were declared invalid	Number of Invalid Votes Cast by them
Nil	NA

**Note(s):**

- (1) 10 Members holding 8,35,54,453 Equity Shares abstained from voting on the Resolution No. 9 and therefore these shares (i.e. 8,35,54,453) were not considered for reckoning valid votes; and
- (2) 1 Member voted less by 640 Equity Shares on the Resolution No. 9 than the shares he/she holds and therefore these shares (i.e. 640) were not considered for reckoning valid votes.

1. Based on the above voting, all resolutions carried on with requisite majority, accordingly I request the Chairman of the AGM to announce the results of the meeting.
2. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the AGM and the same shall be handed over thereafter to the Chairman.

Thanking you,

Yours Sincerely,

For **MAKS & Co.,**

**Company Secretaries**

[FRN P2018UP067700]

Peer Review Certificate No.: 2064/2022

ANKUSH  
AGARWAL

Digitally signed by  
ANKUSH AGARWAL  
Date: 2024.07.24  
22:16:28 +05'30'

**Ankush Agarwal**

**Partner**

Membership No.: F9719

C.P. No: 14486

UDIN: F009719F000817460

Date: 24-07-2024

Place: Noida, U.P.

**Countersigned by:**

MAYAN  
K JAIN

Digitally signed  
by MAYANK JAIN  
Date: 2024.07.24  
22:21:37 +05'30'

**Mayank Jain**

Company Secretary

Membership No.: A26620

Date: 24-07-2024

Place: New Delhi