

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, 5th 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: Kalyani Tech Park - Survey
no 1, 6 & 24, Kundanhalli Village, K R Puram
Hobli, Bangalore – 560066, Karnataka, India
T +91.(0) 80.43640000
www.dxc.com

Dear Sir(s),

This is to inform that the 21st Annual General Meeting (**AGM**) of the Company was held on today Wednesday, August 3, 2022 at 11.00 A.M. (IST) and concluded at 11:54 A.M. (IST) through Video Conferencing (**VC**) / Other Audio Visual Means (**OAVM**) 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 are also being uploaded 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

Address: Kalyani Tech Park - Survey No 1, 6 & 24,
Kundanhalli Village, K R Puram Hobli,
Bangalore - 560066, Karnataka, India

Encl: As above

Annexure – 1

[A] DETAILS OF THE PROCEEDINGS OF THE MEETING

S. No	Particulars	Details
1	Date of AGM	Wednesday, August 3, 2022
2	Total No. of Shareholders as on Cut-off Date i.e. Wednesday, July 27, 2022 for voting purpose	60,195
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 61

[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, 2022, 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, 2022, 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 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
3	Appointment of Mr. Pankaj Vaish (DIN: 00367424) as an Independent Director of the Company	Special 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)	03-08-2022
Start time of the meeting	11:00 AM
End time of the meeting	11:54 AM

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Scrutinizer Details

Name of the Scrutinizer	Mr. Ankush Aggarwal
Firms Name	MAKS & CO.
Qualification	CS
Membership Number	9719
Date of Board Meeting in which appointed	23-05-2022
Date of Issuance of Report to the company	03-08-2022

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Voting results	
Record date	27-07-2022
Total number of shareholders on record date	60195
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	61
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	Add Notes

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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, 2022, 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	100.0000	83552787	0	100.0000	0.0000
	Poll	83552787						
	Postal Ballot (if applicable)							
	Total	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	404159						
	Postal Ballot (if applicable)							
	Total	404159	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		208665	0.7603	206339	2326	98.8853	1.1147
	Poll	27446770	194	0.0007	192	2	98.9691	1.0309
	Postal Ballot (if applicable)							
	Total	27446770	208859	0.7610	206531	2328	98.8854	1.1146
Total		111403716	83761646	75.1875	83759318	2328	99.9972	0.0028
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

[Home](#)[Validate](#)**Resolution (2)**

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	100.0000	83552787	0	100.0000	0.0000
	Poll	83552787						
	Postal Ballot (if applicable)							
	Total	83552787	83552787	100.0000	83552787	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	404159						
	Postal Ballot (if applicable)							
	Total	404159	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		208665	0.7603	205759	2906	98.6073	1.3927
	Poll	27446770	194	0.0007	192	2	98.9691	1.0309
	Postal Ballot (if applicable)							
	Total	27446770	208859	0.7610	205951	2908	98.6077	1.3923
Total		111403716	83761646	75.1875	83758738	2908	99.9965	0.0035
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Appointment of Mr. Pankaj Vaish (DIN 00367424) as an 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)							
	Total		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	404159	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		404159	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	27446770	208665	0.7603	206314	2351	98.8733	1.1267
	Poll		194	0.0007	192	2	98.9691	1.0309
	Postal Ballot (if applicable)							
	Total		27446770	208859	0.7610	206506	2353	98.8734
Total		111403716	83761646	75.1875	83759293	2353	99.9972	0.0028
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

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Date: 03-08-2022

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
Kalyani Tech Park, Survey No 1, 6 & 24,
Kundanhalli Village, K. R. Puram, Hobli,
Bangaluru – 560066, Karnataka

[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 21st Annual General Meeting of Xchanging Solutions Limited, for the Financial Year 2021-22, held on Wednesday, August 03, 2022 at 11:00 A.M. (IST) through Video Conferencing/ Other Audio Visual Means

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 proposed at the 21st Annual General Meeting (“**AGM**”) of Xchanging Solutions Limited (“**the Company**”), held on Wednesday, August 03, 2022 at 11:00 A.M. (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”).

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, August 03, 2022 at 11.00 A.M. (IST) through VC / OAVM 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 General Circular No. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; and 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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, July 08, 2022.



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 31, 2022 (9.00 A.M. IST) and ended on Tuesday, August 02, 2022 (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 casted 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 27, 2022, 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, 2022 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, 2022, together with the Report of Auditors thereon.
2	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.
3	Special Resolution	Appointment of Mr. Pankaj Vaish (DIN: 00367424) as an Independent Director of the Company.

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, 2022 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, 2022, 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
74	8,37,59,318	99.9972

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

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
4	2,328	0.0028

(iii) Votes **invalid**:

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

ITEM NO. 2: 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
70	8,37,58,738	99.9965

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

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
8	2,908	0.0035

(iii) Votes **invalid**:

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

ITEM NO. 3 SPECIAL RESOLUTION

Appointment of Mr. Pankaj Vaish (DIN: 00367424) as an 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
72	8,37,59,293	99.9972



MAKS & CO.

Company Secretaries

FRN: P2018UP067700

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

E: 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
6	2,353	0.0028

(iii) Votes **invalid**:

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

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]

Ankush Agarwal
Digitally signed by
Ankush Agarwal
Date: 2022.08.03
16:44:21 +05'30'

Ankush Agarwal
Partner

Membership No.: F9719

C.P. No: 14486

Peer Review Certificate No.: 2064/2022

UDIN: F009719D000735510

Date: 03-08-2022

Place: Noida, U.P.

Countersigned by:

MAYANK JAIN
Digitally signed
by MAYANK JAIN
Date: 2022.08.03
17:02:41 +05'30'

Mayank Jain

Company Secretary

Membership No.: A26620

Date: 03-08-2022

Place: New Delhi