



XSL/SE/2026-27/01

April 02, 2026

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 400051
Script Code: XCHANGING

Sub: Notice of Postal Ballot

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing regulations”)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed a copy of the Postal Ballot Notice (“Notice”) dated April 02, 2025 to seek approval of Members of the Company for the following resolution: -

**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 3387 0001
Email: compliance@xchanging.com
www.dxc.com

Sl. No.	Particulars
1.	Appointment of Mrs. Padmaja Priyadarshini (DIN: 06416242) as ‘Non-Executive and Independent Director’ of the Company (Special Resolution)

Notice through electronic mode will be sent to those members whose e-mail addresses are registered with the Company / Depositories and whose names are recorded in the Register of Members / Register of Beneficial Owners maintained by the Depositories, as on the cut-off date i.e., Friday, March 27, 2026, seeking their approval as set out in this Notice.

The remote e-voting period will commence from Friday, April 03, 2026 at 9.00 a.m. (IST) and ends on Saturday, May 02, 2026 at 5.00 p.m. (IST). Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. The communication of assent or dissent of the Members would take place only through the remote e-voting system.

The notice has also been uploaded on the website of the Company; <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.

You are requested to take the above information on record.

Thanking You,

Yours Sincerely,
For **Xchanging Solutions Limited**

Radhika Khurana
Company Secretary & Compliance Officer

Encl: As above



Xchanging Solutions Limited
(a DXC Technology Company)
CIN: L72200KA2002PLC030072
Regd. Office: HP Avenue, 39/40, Electronic City, Hosur Main Road,
Bengaluru 560 100, Karnataka, India
Email : compliance@xchanging.com Website : www.dxc.com
URL: <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>
Tel.: +91-80-33870001

NOTICE OF POSTAL BALLOT
(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22
of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended, General Circular No. 14/2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA Circular**”) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard – 2 on General Meetings (“**SS-2**”), issued by the Institute of the Company Secretaries of India and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or enactment thereof for the time being in force), that the resolutions appended below, be passed by the Members of Xchanging Solutions Limited (“**the Company**”) through Postal Ballot (“**Postal Ballot**”) by way of remote e-voting process only (“**e-voting / remote e-voting**”).

In accordance with Section 101 of the Act read with Rule 18 of the Rules and the MCA Circulars, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository/depository participants and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, March 27, 2026 (“**Cut-off Date**”).

The remote e-voting facility will be available for the following period:

Commencement of e-voting : **Friday, April 3, 2026 (9:00 A.M. IST)**
End of e-voting : **Saturday, May 2, 2026 (5:00 P.M. IST)**

In compliance with the requirements of the MCA Circulars hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the shareholders by way of Postal Ballot for the matter as considered in the Resolution appended below. The Explanatory Statement pursuant to Sections 102 and 110 of the Act read with the Rules, setting out all material facts relating to the resolution, is annexed to this Postal Ballot Notice.

You are requested to peruse the proposed Resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

1. APPOINTMENT OF MRS. PADMAJA PRIYADARSHINI (DIN: 06416242) AS ‘NON-EXECUTIVE AND INDEPENDENT DIRECTOR’ OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time) (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Padmaja Priyadarshini (DIN: 06416242), who was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive and Independent Director of the Company with effect from February 5, 2026 in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director and who meets the criteria for Independence as provided under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years commencing from February 5, 2026 to February 4, 2031(both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors
For **Xchanging Solutions Limited**

Sd/-

Radhika Khurana

Company Secretary

Membership No: A32557

Place: Gurgaon

Date: April 02, 2026

Registered office: -

HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru 560 100,
Karnataka, India

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and in respect of business(es) to be transacted as mentioned in the Postal Ballot notice and the relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and as required under SS-2, is annexed hereto.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, as amended and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings / conducting postal ballot process, vide various General Circulars (“MCA Circulars”), this Notice is being sent only by e-mail to all the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) (collectively referred as “Depositories”) and whose name appear in the register of members/ list of beneficial owners as received from the Depositories as on **Friday March 27, 2026** (“Record Date/Cut-off date”). It is however clarified that all members of the Company as on the Record Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified in the Notice. For this purpose, such members may refer to the instructions.
3. In terms of the MCA Circulars, since the matters as proposed in the Postal Ballot Notice shall be passed by the Members of the Company through remote e-voting only, therefore, the vote in this Postal Ballot cannot be exercised through proxy.
4. In compliance with provisions of Sections 108 and 110 of the Act read with Rule 20 of the Rules and Regulation 44 of SEBI Listing Regulations, as amended read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, SS-2 and MCA Circulars, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The Board of Directors of the Company has appointed KFin Technologies Limited (“Kfintech/RTA”) for facilitating e-voting to enable the shareholders to cast their votes electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
5. You are requested to carefully read the instructions before exercising the vote and complete the E-voting on or before 5:00 p.m. (IST) on Saturday, May 2, 2026.
6. The Company is offering only Remote E-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for E-voting. He/She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.
7. The Postal Ballot Notice is also available on the website of the Company at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>. The same can also be accessed from the website of the Stock Exchanges i.e. Bombay Stock Exchange Limited (“BSE”) at www.bseindia.com and National Stock Exchanges of India Limited (“NSE”) www.nseindia.com respectively and on the website of Kfintech/ RTA at <https://evoting.kfintech.com>.
8. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off Date, i.e. Friday, March 27, 2026. Only those Members whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date, shall be entitled to avail the facility of Remote e-Voting. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
9. Pursuant to Rule 22(5) of the Rules the Board of Directors of the Company have appointed Mr. Ankush Agarwal, Partner (Membership No. F9719 & COP No. 14486) of MAKS & Co., Company Secretaries (FRN

P2018UP067700) as a Scrutinizer for conducting the Postal ballot process in a fair and transparent manner.

10. The Scrutinizer will after the conclusion of Remote e-Voting, unblock the votes cast through Remote e-Voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by the Board of the Company who shall countersign the same and declare the result of the voting forthwith. The result of the Postal Ballot will be declared within two working days from the conclusion of e-voting. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.
11. The result of the Postal Ballot along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>, website of BSE at www.bseindia.com and NSE at www.nseindia.com where the shares of the Company are listed and on the website of RTA at <https://evoting.kfintech.com>.
12. As required by Rule 20 and Rule 22 of the Rules read with the MCA Circulars and SEBI Listing Regulations details pertaining to this Postal Ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in Bengaluru (in vernacular language, i.e. Kannada).
13. Some of the important details regarding the Remote e-Voting facility are provided below:

Cut-off date for determining the Members entitled to vote through remote e-voting	Friday March 27, 2026
Commencement of e-voting period	Friday, April 3, 2026, at 9:00 A.M. (IST)
End of e-voting period	Saturday, May 2, 2026 at 5:00 P.M. (IST)

The remote e-voting module will be disabled by the RTA after 5:00 P.M. (IST) on Saturday, May 2, 2026.

14. Resolution, if passed by the Members through Postal Ballot, is deemed to have been duly passed on the last date specified for the remote e-voting i.e. May 2, 2026 in terms of Secretarial SS-2 issued by the Institute of Company Secretaries of India.
15. Members may note that as per the provisions of the SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD PoD/P/CIR/2025/91 dated June 23, 2025, in supersession of earlier Circular(s) issued in this regard read with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, SEBI has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details.
16. SEBI vide notification dated January 24, 2022, has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialisation form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialize the shares held by them in physical form.
17. Those Members who have not yet got their Equity Shares dematerialized, are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialized.
18. Relevant documents referred to in the Notice, if any, will be available for inspection by the Members at Registered Office of the Company on all working days between 2:00 P.M. (IST) to 4:00 P.M. (IST) up to the date of declaration of the result of Postal Ballot.





19. Voting through electronic means:

In terms of the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called the “the Rules” for the purpose of this section of the Notice), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on Friday, March 27, 2026 (End of Day) being the Cut- off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by Kfintech.

20. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cutoff date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for e-voting facility.
21. In terms of SEBI e-voting Circular, e-voting process has been enabled for all ‘individual demat account holders’, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) (“DP”). The detailed procedure for remote e-voting is given below.
22. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider (“ESP”), i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID with their DPs to access the e-voting facility.
23. The procedure for remote e-voting is as under:

D) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <ol style="list-style-type: none">i. Visit the e-services website of NSDL https://eservices.nsdl.com.ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.iii. A new page will open, Enter the existing user id and password for accessing IDeAS.iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.v. Click on company name, i.e. ‘Xchanging Solutions Limited’, or e-voting service provider, i.e. KFin.vi. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period and voting during the Meeting. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ol style="list-style-type: none">i. Visit https://eservices.nsdl.com for registering.ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/.iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.

Type of member	Login Method
	<p>v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</p> <p>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name, i.e. Xchanging Solutions Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the Meeting.</p> <p>C. NSDL Mobile APP</p> <p>i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual members holding securities in demat mode with CDSL</p>	<p>A. Instructions for existing users who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com</p> <p>ii. Click on New System MyEasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Enter the registered user ID and password for accessing Easi / Easiest.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast vote without any further authentication.</p> <p>B. Instructions for users who have not registered for Easi / Easiest</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/home/login for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no.A above to cast vote.</p> <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <p>i. Visit www.cdslindia.com</p> <p>ii. Provide demat Account Number and PAN</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., ‘Xchanging Solutions Limited’ or select KFin.</p> <p>v. Members will be re-directed to the e-voting page of KFin to cast vote without any further authentication.</p>
<p>Individual members login through their demat</p>	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <p>i. Members can also login using the login credentials of their demat</p>

Type of member	Login Method
accounts / Website of Depository Participant(s)	<p>account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, members will be able to view e-voting option.</p> <p>iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>iv. Click on options available against Xchanging Solutions Limited or KFin.</p> <p>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 or 1800 210 9911.

II) Method of login / access to KFin e-voting system in case of individual members holding shares in physical mode and non-individual members in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <p>i. Launch internet browser by typing the URL: https://evoting.kfintech.com/</p> <p>ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.</p> <p>iii. After entering these details appropriately, click on “LOGIN”.</p> <p>iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with</p>

Type of member	Login Method
	<p>any other person and that they take utmost care to keep their password confidential.</p> <ol style="list-style-type: none"> v. Members would need to login again with the new credentials. vi. On successful login, the system will prompt the member to select the “EVEN”, i.e. ‘Xchanging Solutions Limited and click on “Submit”. vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head. viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix. Voting has to be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained. x. Members may then cast their vote by selecting an appropriate option and click on “Submit”. xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s). xii. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to einward.ris@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Xchanging Solutions Limited”.
<p>Members whose email IDs are not registered with the Company / Depository Participant(s)</p>	<p>A. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice of Meeting and e-voting instructions cannot be serviced</p> <ol style="list-style-type: none"> i. Members, who have not registered their email address may send an email request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice and e-voting instructions. ii. After receiving the e-voting instructions, please follow all the above steps to cast vote by electronic means. iii. It is clarified that for permanent registration of the email address, <ul style="list-style-type: none"> • Shareholders holding shares in physical mode are hereby notified that based on SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD PoD/P/CIR/2025/91 dated June 23, 2025, all holders of physical securities in listed companies shall register the postal address along with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by clicking on the link https://ris.kfintech.com/clientservices/isc/isrforms.aspx.

Type of member	Login Method
	<p>Form ISR-1 and the supporting documents can be provided by any one of the following modes:</p> <ol style="list-style-type: none"> Through ‘In Person Verification’ (IPV), the authorised person of KFin shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials; Through hard copies which are self-attested, which can be shared on the address of KFin; Through electronic mode with e-sign by following the link https://ris.kfintech.com/clientservices/isc/default.aspx. <p>Detailed FAQs are available on KFin’s weblink https://ris.kfintech.com/faq.html.</p> <ul style="list-style-type: none"> Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.

III) Method for obtaining User ID and password for shareholders who have forgotten the User ID and password

<p>Members who have forgotten the User ID and password or any person who acquires shares of the Company and becomes a member after despatch of the Notice and holding shares as on Cut-off date</p>	<p>Members who have forgotten the User ID and password or any person who acquires shares of the Company and becomes a member after despatch of the Notice and holding shares as on Cut-off date, may obtain / retrieve the same in the manner mentioned below:</p> <ol style="list-style-type: none"> If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE> IN12345612345678 Example for CDSL: MYEPWD<SPACE> 1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890 If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click ‘Forgot password’ and enter Folio No. or DP ID Client ID and PAN to generate a password. Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through remote e-voting. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.
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By Order of the Board of Directors
For **Xchanging Solutions Limited**

Sd/-

Place: Gurgaon
Date: April 02, 2026

Radhika Khurana
Company Secretary
Membership No: A32557

Registered office: -
HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru 560 100, Karnataka, India

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Item No. 1

Based on the recommendation of the Nomination Remuneration Committee ('NRC'), the Board of Directors at its Meeting held on February 5, 2026 appointed Mrs. Padmaja Priyadarshini (DIN: 06416242) as an Additional Director, Non-Executive and Independent Director, of the Company with effect from February 5, 2026 in terms of Section 161 of the Companies Act, 2013 ("Act") who shall hold office up to the date of the next general meeting of the Company or for a period of 3 (three) months from the date of her appointment, whichever is earlier, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Further, the Board, on the recommendation of the NRC and subject to the approval of the members, appointed Mrs. Padmaja Priyadarshini (DIN: 06416242) as Non-Executive and Independent Director of the Company, for a term of 5 (five) years with effect from February 5, 2026 to February 4, 2031 (both days inclusive), not liable to retire by rotation. Her appointment is in accordance with the Nomination and Remuneration Policy and Board Diversity Policy of the Company.

Skills and capabilities required for the role of Independent Director and the manner in which Mrs. Padmaja Priyadarshini meets such requirements:

The Company follows a robust process for selecting Board members. NRC assesses various factors while considering appointment of independent director including candidate's background, knowledge, skills, professional experience, educational & professional qualifications, personal achievements, age and expertise.

Further, the Board also deliberates on various factors including present composition of the Board to ensure optimum combination of executive and non-executive directors, tenure of the Board members, skill matrix, diversity, time-commitment and statutory requirements.

The NRC had finalized the desired attributes for the selection of the Independent Director. Based on those attributes, the NRC recommended the candidature of Mrs. Padmaja Priyadarshini. In the opinion of the Board, Mrs. Padmaja Priyadarshini fulfils the conditions specified in the Act and rules made thereunder and SEBI Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management.

In view of the above, the Board of members firmly believes that Mrs. Padmaja Priyadarshini will bring immense value on account of her stature, professional competence and diversified experience, and accordingly, recommends her appointment, as Non-Executive and Independent Director for a term of 5 (five) consecutive years with effect from February 5, 2026 to February 4, 2031, not liable to retire by rotation. Draft letter of appointment of Mrs. Padmaja Priyadarshini setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. The Members may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

In line with the Company's remuneration policy for Independent Directors, Mrs. Padmaja Priyadarshini will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings. Brief Profile of Mrs. Padmaja Priyadarshini is provided in the additional information.

The Company has received a notice under Section 160 of the Act from a member signifying candidature of Mrs. Padmaja Priyadarshini as Non-Executive and Independent Director of the Company.

The Company has also received the following:

- a. consent in writing from Mrs. Padmaja to act as Director in Form DIR - 2;
- b. intimation in form DIR - 8 to the effect that she is not disqualified under Section 164(2) of the Act;
- c. declaration to the effect that she meets the criteria of independence as specified in the Act and SEBI Listing Regulations;
- d. confirmation that she is neither disqualified nor debarred from holding the office of director under the Act or pursuant to any order issued by Securities and Exchange Board of India or any such other authority;
- e. confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company with an objective independent judgement and without any external influence and that they are independent of the Management; and
- f. confirmation that she has registered herself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board hereby confirms that in their opinion, she fulfills the conditions as specified in Act and SEBI Listing Regulations and independent of the management

Additional information in respect of Mrs. Padmaja Priyadarshini, pursuant to Regulation 36 of SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided in Annexure-A of this Notice.

Except Mrs. Padmaja Priyadarshini and/or her relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

The Board of Directors recommends the resolution proposing the appointment of Mrs. Padmaja Priyadarshini as a Non-Executive and Independent Director of the Company, as set out in Item No. 1 for approval of the Members by way of a Special Resolution.

Information of Director seeking appointment furnished pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2.

Name of the Director	Mrs. Padmaja Priyadarshini
DIN	06416242
Date of Birth	December 4, 1975
Nationality	Indian
Age	50 Years
Date of first appointment on the Board	February 5, 2026
Qualification	<ul style="list-style-type: none"> ▪ Bachelor of Science (B.Sc.) from the University of Madras, Tamil Nadu ▪ Master of Science (M.Sc.) from the University of Madras, Tamil Nadu ▪ Master of Arts (M.A.) from Karnataka State Open University, Karnataka ▪ Master of Business Administration (MBA) from Indira Gandhi National Open University (IGNOU), New Delhi ▪ Master of Philosophy (M.Phil.) from Alagappa University, Tamil Nadu ▪ Doctor of Philosophy (Ph.D.) from Pondicherry University, Puducherry
Relationship with other Directors, managers and key managerial personnel, Promoters	Nil
Remuneration sought to be paid	Stated in the explanatory statement
Remuneration last drawn	NA
Brief Resume and expertise in specific functional areas/ experience	<p>Dr. Padmaja Priyadarshini holds multiple Post-Graduation in the fields of Statistics, Hindi Literature and Management along with a Master of Philosophy in International Business and Doctorate in the field of Women Entrepreneurship. She began her career as a professional in the banking sector and worked there for 10 years. She switched to B school thereafter for 3 years focused on teaching before she became an entrepreneur herself. For the past 14 years, she is the Managing Director of M/s HomePlanGuru Civil Consultants Pvt Ltd. She has graduated with a certificate course in women entrepreneurship (which is funded by Goldman Sachs) from Indian School of Business, Hyderabad. She is a corporate trainer and conducts research workshops in several statistical softwares. She is a statistical consultant for Tshwane University of Technology, & University of Venda, South Africa. She is working as a “Part Time Bio Statistician” for Sarada Krishna Medical College & White Memorial Medical College, Kanyakumari District.</p> <p>She has co-authored the book titled “International Economics” along with Prof Paul Krugman of City</p>

	University of New York and Prof Marc. J Melitz of Harvard University published by M/s Pearson India.	
Terms and Conditions of appointment/ re-appointment	Stated in the Resolution	
Directorships in other Public Companies (other than Xchanging Solutions Ltd.)	Indrayani Biotech Limited Dindigul Farm Products Limited	
Chairman/Member (Other than Xchanging Solutions Ltd.) of:	Chairperson	Member
Audit Committee	1	1
Shareholders' Grievances Committee	Nil	2
Membership / Chairmanship in Committees of Xchanging Solutions Limited	Chairperson	Member
	<ul style="list-style-type: none"> ▪ Stakeholders Relationship Committee ▪ Corporate Social Responsibility Committee 	<ul style="list-style-type: none"> ▪ Audit Committee ▪ Nomination and Remuneration Committee
Name of listed entities from which she/he has resigned in the past three years	Nil	
Number of shares held in Xchanging Solutions Limited	Nil	
Percentage of shareholding	Nil	
Number of meetings of the Board attended during the year	1	
Justification for choosing the appointee for appointment (Skills and capability required for the role and the Directors meets such requirement applicable for Independent Directors)	Refer the Explanatory Statements	

By Order of the Board of Directors
For **Xchanging Solutions Limited**

Sd/-

Place: Gurgaon
Date: April 02, 2026

Radhika Khurana
Company Secretary
Membership No: A32557

Registered office: -
HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru 560 100, Karnataka, India