

XSL/SE/2025-26/24

August 12, 2025

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: 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

Dear Sir(s),

This is to inform that the 24th Annual General Meeting (“AGM”) of the Company was held earlier today Tuesday, August 12, 2025 commenced at 10:00 A.M. (IST) and concluded at 10:43 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

Radhika Khurana
Company Secretary & Compliance Officer
Membership No. A32557
Encl: As above

[Home](#)[Validate](#)**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)	12-08-2025
Start time of the meeting	10:00 AM
End time of the meeting	10:43 AM

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Scrutinizer Details

Name of the Scrutinizer	Ankush Agarwal
Firms Name	Maks & Co. Company Secretaries
Qualification	CS
Membership Number	F9719
Date of Board Meeting in which appointed	21-05-2025
Date of Issuance of Report to the company	12-08-2025

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Voting results

Record date	05-08-2025
Total number of shareholders on record date	82452
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	2
b) Public	68
No. of resolution passed in the meeting	8
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				Adoption of Audited Standalone and Consolidated Financial Statements				
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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	365224	868	0.2377	868	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		365224	868	0.2377	868	0	100.0000
Public- Non Institutions	E-Voting	27485705	20305	0.0739	18255	2050	89.9040	10.0960
	Poll		814	0.0030	812	2	99.7543	0.2457
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27485705	21119	0.0768	19067	2052	90.2836
Total		111403716	83574774	75.0197	83572722	2052	99.9975	0.0025
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							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 (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Final Dividend of RS 2/- per equity share (i.e., 20% of the face value) of face value of Rs 10/- each for the Financial Year ended March 31, 2025.				
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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	365224	868	0.2377	868	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		365224	868	0.2377	868	0	100.0000
Public- Non Institutions	E-Voting	27485705	21523	0.0783	19473	2050	90.4753	9.5247
	Poll		814	0.0030	812	2	99.7543	0.2457
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27485705	22337	0.0813	20285	2052	90.8134
Total		111403716	83575992	75.0208	83573940	2052	99.9975	0.0025
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							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 required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of Director in place of Mr. Kartik Ganapathy Iyer (DIN 09318280), who retires by rotation and being eligible offers himself for re-appointment						
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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	365224	868	0.2377	868	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		365224	868	0.2377	868	0	100.0000
Public- Non Institutions	E-Voting	27485705	21412	0.0779	13623	7789	63.6232	36.3768
	Poll		814	0.0030	812	2	99.7543	0.2457
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27485705	22226	0.0809	14435	7791	64.9465
Total		111403716	83575881	75.0207	83568090	7791	99.9907	0.0093
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							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 (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. MAKS & CO., Company Secretaries in Practice, as Secretarial Auditors 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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	365224	868	0.2377	868	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		365224	868	0.2377	868	0	100.0000
Public- Non Institutions	E-Voting	27485705	20194	0.0735	18144	2050	89.8485	10.1515
	Poll		814	0.0030	812	2	99.7543	0.2457
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27485705	21008	0.0764	18956	2052	90.2323
Total		111403716	83574663	75.0196	83572611	2052	99.9975	0.0025
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							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 (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Janaki Ashwin Patwardhan (DIN: 09180182) as 'Non-Executive and 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		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83552787	83552787	100.0000	83552787	0	100.0000
Public- Institutions	E-Voting	365224	868	0.2377	868	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		365224	868	0.2377	868	0	100.0000
Public- Non Institutions	E-Voting	27485705	20194	0.0735	18144	2050	89.8485	10.1515
	Poll		814	0.0030	812	2	99.7543	0.2457
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27485705	21008	0.0764	18956	2052	90.2323
Total		111403716	83574663	75.0196	83572611	2052	99.9975	0.0025
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							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 (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	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83552787	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	365224	868	0.2377	868	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		365224	868	0.2377	868	0	100.0000
Public- Non Institutions	E-Voting	27485705	21522	0.0783	18258	3264	84.8341	15.1659
	Poll		814	0.0030	812	2	99.7543	0.2457
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27485705	22336	0.0813	19070	3266	85.3779
Total		111403716	23204	0.0208	19938	3266	85.9248	14.0752
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							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 (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	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83552787	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	365224	868	0.2377	868	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		365224	868	0.2377	868	0	100.0000
Public- Non Institutions	E-Voting	27485705	21518	0.0783	18254	3264	84.8313	15.1687
	Poll		814	0.0030	812	2	99.7543	0.2457
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27485705	22332	0.0812	19066	3266	85.3752
Total		111403716	23200	0.0208	19934	3266	85.9224	14.0776
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							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	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		83552787	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	365224	868	0.2377	868	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		365224	868	0.2377	868	0	100.0000
Public- Non Institutions	E-Voting	27485705	21522	0.0783	18254	3268	84.8155	15.1845
	Poll		814	0.0030	812	2	99.7543	0.2457
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		27485705	22336	0.0813	19066	3270	85.3600
Total		111403716	23204	0.0208	19934	3270	85.9076	14.0924
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* 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: Unit 7A/7B, 20th Floor, Silver Wing, Wave One,
Sector -18, Noida – 201 301

E: services@maksco.in

D: +91 120 510 9179

Annexure-2

Date: August 12, 2025

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 24TH ANNUAL GENERAL MEETING OF XCHANGING SOLUTIONS LIMITED, FOR THE FINANCIAL YEAR 2024-25, HELD ON TUESDAY, AUGUST 12, 2025 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 24th Annual General Meeting ("AGM") of Xchanging Solutions Limited ("the Company"), held on Tuesday, August 12, 2025 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 Tuesday, August 12, 2025 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 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs and the Securities Exchange Board of India vide circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, have permitted the holding of AGM through Video Conferencing/ Other Audio Visual Means ("VC/OAVM"), without the physical presence of members at a common venue. The dispatch of the Notice of AGM was completed on Friday, July 18, 2025.



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 Saturday, August 09, 2025 at 09.00 A.M. (IST) and ended on Monday, August 11, 2025 at 5.00 P.M. (IST) and at the end of Remote e-Voting period, voting portal of service provider was blocked forthwith.
4. As per the Notice of the AGM dated May 21, 2025, the voting rights of the Members were in proportion to the paid-up value of their shares in the total voting capital of the Company as on the Cut- off Date i.e. Tuesday, August 05, 2025. The total voting capital of the Company for determining the voting rights of members as on Cut-off Date was 11,14,03,716 Equity Shares of face value of Rs. 10/- each.
5. Members who had not cast their vote by Remote e-Voting were allowed to do e-Voting at the AGM.
6. The Equity Shareholders holding shares as on Cut-off Date i.e. Tuesday, August 05, 2025, were entitled to vote on the resolutions stated in the Notice of the AGM of the Company.
7. 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.
8. 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.
9. 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, 2025 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, 2025, together with the Report of Auditors thereon.
2	Ordinary Resolution	To declare final dividend of Rs 2/- per equity share of face value of Rs 10/- each for the financial year ended March 31, 2025
3	Ordinary Resolution	To appoint a Director in place of Mr. Kartik Ganapathy Iyer (DIN 09318280), who retires by rotation and, being eligible, offers himself for re-appointment as a Director
4	Ordinary Resolution	To appoint M/s MAKS & CO., Company Secretaries in Practice, as Secretarial Auditors of the Company
5	Special Resolution	To appoint Mrs. Janaki Ashwin Patwardhan (DIN: 09180182) as a Non-Executive and Independent Director of the Company



6	Ordinary Resolution	To approve Material Related Party Transaction(s) between Xchanging Solutions (USA), Inc. and DXC Technology Services LLC
7	Ordinary Resolution	To approve Material Related Party Transaction(s) between Xchanging Solutions (USA) Inc. and Xchanging Technology Services India Private Limited
8	Ordinary Resolution	To approve Material Related Party Transaction(s) between Xchanging Solutions (USA) Inc. and CSC Covansys 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, 2025 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, 2025, 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
102	8,35,72,722	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
3	2,052	0.002

(iii) Votes **invalid**:

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

Note:

4 Members holding 1,723 Equity Shares abstained from voting on the Resolution No. 1 and therefore these 1,723 Equity Shares are not considered for reckoning valid votes.

**ITEM NO. 2: ORDINARY RESOLUTION****TO DECLARE FINAL DIVIDEND OF RS 2/- PER EQUITY SHARE OF FACE VALUE OF RS 10/- EACH FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**(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
104	8,35,73,940	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
3	2,052	0.002

(iii) Votes **invalid**:

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

Note:

2 Members holding 505 Equity Shares abstained from voting on the Resolution No. 2 and therefore these 505 Equity Shares are not considered for reckoning valid votes.

ITEM NO. 3: ORDINARY RESOLUTION**TO APPOINT A DIRECTOR IN PLACE OF MR. KARTIK GANAPATHY IYER (DIN 09318280), 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
99	8,35,68,090	99.991

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

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
6	7,791	0.009



(iii) Votes **invalid**:

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

Note:

4 Members holding 616 Equity Shares abstained from voting on the Resolution No. 3 and therefore these 616 Equity Shares are not considered for reckoning valid votes.

ITEM NO. 4: ORDINARY RESOLUTION

TO APPOINT M/S. MAKS & CO., COMPANY SECRETARIES IN PRACTICE, AS SECRETARIAL AUDITORS 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
101	8,35,72,611	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
3	2,052	0.002

(iii) Votes **invalid**:

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

Note(s):

(a) 5 Members holding 1,833 Equity Shares abstained from voting on the Resolution No. 4 and therefore these 1,833 Equity Shares are not considered for reckoning valid votes; and

(b) 1 Member voted less by 1 Equity Share on the Resolution No. 4 than the shares he/she holds and therefore these 1 Equity Share is not considered for reckoning valid votes.

ITEM NO. 5: SPECIAL RESOLUTION

TO APPOINT MRS. JANAKI ASHWIN PATWARDHAN (DIN: 09180182) AS A NON-EXECUTIVE AND 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
101	8,35,72,611	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
3	2,052	0.002

(iii) Votes **invalid**:

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

Note(s):

- (a) 5 Members holding 1,830 Equity Shares abstained from voting on the Resolution No. 5 and therefore these 1,830 Equity Shares are not considered for reckoning valid votes; and
- (b) 1 Member voted less by 4 Equity Shares on the Resolution No. 5 than the shares he/she holds and therefore these 4 Equity Shares are not considered for reckoning valid votes.

ITEM NO. 6: ORDINARY RESOLUTION

TO APPROVE 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
99	19,938	85.925

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

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
4	3,266	14.075

(iii) Votes **invalid**:

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

**Note:**

6 Members [which inter-alia include Promoters of the Company i.e. DXC Technology India Private Limited, Xchanging Technology Services India Pvt. Ltd. and Xchanging (Mauritius) Limited] holding 8,35,53,293 Equity Shares abstained from voting on the Resolution No. 6 and therefore these 8,35,53,293 Equity Shares are not considered for reckoning valid votes.

ITEM NO. 7: ORDINARY RESOLUTION**TO APPROVE 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
98	19,934	85.922

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

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
4	3,266	14.078

(iii) Votes **invalid**:

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

Note:

7 Members [which inter-alia include Promoters of the Company i.e. DXC Technology India Private Limited, Xchanging Technology Services India Pvt. Ltd. and Xchanging (Mauritius) Limited] holding 8,35,53,297 Equity Shares abstained from voting on the Resolution No. 7 and therefore these 8,35,53,297 Equity Shares are not considered for reckoning valid votes.

ITEM NO. 8: ORDINARY RESOLUTION**TO APPROVE 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
98	19,934	85.908



MAKS & CO.

Company Secretaries

FRN: P2018UP067700

O: Unit 7A/7B, 20th Floor, Silver Wing, Wave One,
Sector -18, Noida – 201 301

E: services@maksco.in

D: +91 120 510 9179

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

Number of Members voted	Number of valid Votes Cast by them	% of total number of valid votes cast
5	3,270	14.092

(iii) Votes **invalid**:

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

Note:

6 Members [which inter-alia include Promoters of the Company i.e. DXC Technology India Private Limited, Xchanging Technology Services India Pvt. Ltd. and Xchanging (Mauritius) Limited] holding 8,35,53,293 Equity Shares abstained from voting on the Resolution No. 8 and therefore these 8,35,53,293 Equity Shares are not considered for reckoning valid votes.

Conclusion:

1. Based on the above voting, Resolution No. 1 to Resolution No. 8 are passed with requisite majority. Accordingly, I request the Chairman of the AGM to announce the results of the meeting in accordance with provisions of the Companies Act, 2013 and other applicable laws and regulations.
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

Digitally signed by
ANKUSH AGARWAL

AGARWAL

Date: 2025.08.12
21:10:59 +05'30'

Ankush Agarwal

Partner

Membership No.: F9719

C.P. No: 14486

UDIN: F009719G000992162

Date: 12-08-2025

Place: Noida, U.P.



Countersigned by:

**Chairman/
Authorized Signatory**