

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 25, 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 Mr. Swaminathan Swaminathan (DIN: 10976726) as a Director of the Company (Ordinary Resolution)
2.	Appointment of Mr. Swaminathan Swaminathan (DIN: 10976726) as a Managing Director and CEO 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, April 25, 2025, seeking their approval as set out in this Notice.

The remote e-voting period will commence from Tuesday, April 29, 2025 at 9.00 a.m. (IST) and ends on Wednesday, May 28, 2025 at 5.00 p.m. (IST).

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
Membership No. A32557

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 Sections 108 and 110 and all other applicable provisions 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 Nos. 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. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“**MCA Circular**”) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (“**SEBI Circular**”) (hereinafter collectively referred to as “**Circulars**”) 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 (“**e-voting**” / “**remote e-voting**”) process only.

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, April 25, 2025 (“**Cut-off Date**”).

In compliance with the requirements of the MCA Circulars and SEBI Circular, 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 process only.

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

Commencement of e-voting : **Tuesday, April 29, 2025 (9:00 A.M. IST)**
End of e-voting : **Wednesday, May 28, 2025 (5:00 P.M. IST)**

The Board of Directors of the Company now propose to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the resolution(s) 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(s) is annexed to this Postal Ballot Notice.

You are requested to peruse the proposed resolutions 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:

ITEM NO. 1

APPOINTMENT OF MR. SWAMINATHAN SWAMINATHAN (DIN 10976726) AS DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, and the provisions of Articles and Association of the Company, Mr. Swaminathan Swaminathan (DIN: 10976726), who was appointed by the Board of Directors upon the recommendation by the Nomination and Remuneration Committee of the Company as an Additional Director of the Company with effect from March 04, 2025 and in respect of whom the Company has received notice in writing under Section 160(1) of the Act from the member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

ITEM NO. 2

APPOINTMENT OF MR. SWAMINATHAN SWAMINATHAN (DIN: 10976726) AS MANAGING DIRECTOR & CEO 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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to the provisions of the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, as may be required, and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the shareholders of the Company be and is hereby accorded to the appointment of Mr. Swaminathan Swaminathan (DIN: 10976726) as Managing Director and CEO of the Company for a period of 3 years effective from March 04, 2025 to March 03, 2028 on the following terms and conditions:

1. **Tenure:** The appointment of Mr. Swaminathan Swaminathan (DIN: 10976726) as Managing Director & CEO (Executive Director) is for a period of 3 years with effect from March 04, 2025 to March 03, 2028. He shall be liable to retire by rotation.
2. **Duties:** He shall perform such duties and exercise such powers as may from time to time be entrusted to him, subject to the superintendence and control of the Board of Directors of the Company.
3. **Salary & Commission:** He will draw Nil remuneration from the Company as mutually agreed between him and the Company. He shall not to be entitled to any commission or sitting fees during his tenure as Managing Director.
4. **Reimbursement of Travel and out of pocket expenses:** He shall be entitled for actual reimbursement of travel and out of pocket expenses incurred for business purpose of the Company.

RESOLVED FURTHER THAT the Managing Director shall perform such duties and services as shall from time to time be entrusted to him including the powers exercisable by the Board under the Articles of Association of the Company and shall undertake to use his best endeavors to promote the interests of the Company and comply with such orders and directions as may be given to him by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds as it may consider necessary, expedient or desirable, to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.”

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

Sd/-

Radhika Khurana

Company Secretary

Membership No: A32557

Place: Gurgaon

Date: April 25, 2025

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 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, April 25, 2025 (‘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 resolutions 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 upto date, 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.

5. In view of the exemptions granted pursuant to MCA Circulars, the Company is not dispatching the physical copy of the Postal Ballot Notice and Form. Accordingly, the communication of the assent or dissent of the Members would take place through Remote e-Voting only.
6. 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 Wednesday, May 28, 2025.
7. 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 resolutions or till the end of the voting period, whichever is earlier.
8. 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>.
9. The relevant documents pertaining to the above resolutions will be available for inspection at the Registered Office of the Company during business hours between 2:00 P.M. (IST) to 4:00 P.M. (IST) on any working day from date of dispatch of this Notice till the date of declaration of the results of Postal Ballot.
10. 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, April 25, 2025.
11. 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.
12. 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.
13. 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>.
14. 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, April 25, 2025
Commencement of e-voting period	Tuesday, April 29, 2025 at 9:00 A.M. (IST)
End of e-voting period	Wednesday, May 28, 2025 at 5:00 P.M. (IST)

The remote e-voting module will be disabled by the RTA after 5:00 P.M. (IST) on Wednesday, May 28, 2025.

15. Resolution(s), 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. Wednesday, May 28, 2025 in terms of Secretarial SS-2 issued by the Institute of Company Secretaries of India.

16. 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, April 25, 2025 (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.

17. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off 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.





18. 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.

19. 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.

20. The procedure for remote e-voting is as under:

I) 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> <ul 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> <ul style="list-style-type: none"> i. Visit https://eservices.nSDL.com for registering. ii. Select “Register Online for IDeAS Portal” or click at

Type of member	Login Method
	<p>https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>iii. Visit the e-voting website of NSDL https://www.evoting.nSDL.com/.</p> <p>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.</p> <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> <div data-bbox="570 831 1039 1035" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> </div>
Individual members holding securities in demat mode with CDSL	<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>i. Click on New System MyEasi.</p> <p>ii. Login to MyEasi option under quick login.</p> <p>iii. Enter the registered user ID and password for accessing Easi / Easiest.</p> <p>iv. Members will be able to view the e-voting Menu.</p> <p>v. 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>

Type of member	Login Method
	<ul style="list-style-type: none"> 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. v. Members will be re-directed to the e-voting page of KFin to cast vote without any further authentication.
Individual members login through their demat accounts / Website of Depository Participant(s)	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, members will be able to view e-voting option. 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. iv. Click on options available against Xchanging Solutions Limited or KFin. 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.

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 members holding securities in demat mode for any technical issues related to login through NSDL / 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

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> <ul style="list-style-type: none"> i. Launch internet browser by typing the URL: https://evoting.kfintech.com/ 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

Type of member	Login Method
	<p>for e-voting, they can use their existing User ID and password for casting the vote.</p> <ul style="list-style-type: none"> iii. After entering these details appropriately, click on “LOGIN”. 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 any other person and that they take utmost care to keep their password confidential. 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 the Scrutinizer through e-mail to ram.devata@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Xchanging Solutions Limited”.
Members whose email IDs are not registered with the Company / Depository Participants(s)	<ul style="list-style-type: none"> 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 <ul 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.

Type of member	Login Method
	<p>ii. After receiving the e-voting instructions, please follow all the above steps to cast vote by electronic means.</p> <p>iii. It is clarified that for permanent registration of the email address,</p> <ul style="list-style-type: none"> • Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, 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. Form ISR-1 and the supporting documents can be provided by any one of the following modes: <ul style="list-style-type: none"> a) 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; b) Through hard copies which are self-attested, which can be shared on the address of KFin; c) 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> <p>i) 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</p> <p>ii) 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.</p> <p>iii) 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</p>
---	---

	iv) 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.
--	--

In case Members of the Company have not registered their e-mail address:

Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, 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/>

Form ISR-1 and the supporting documents can be provided by any one of the following modes:

- a) 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;
- b) Through hard copies which are self-attested, which can be shared on the address of KFin;
- c) Through electronic mode with e-sign by following the link <https://ris.kfintech.com/clientservices/isc/default.aspx>.

Detailed FAQs are available on KFin's weblink <https://ris.kfintech.com/faq.html>.

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

Sd/-

Radhika Khurana
Company Secretary
Membership No: A32557

Place: Gurgaon
Date: April 25, 2025

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

Item No. 1 & 2

On the recommendations of Nomination and Remuneration Committee, the Board of Directors in its meeting held on March 03, 2025, approved the appointment of Mr. Swaminathan Swaminathan (DIN: 10976726) as an Additional Director of the Company with effect from March 04, 2025 and the Managing Director & Chief Executive Officer of the Company for a period of 3 (three) years commencing from March 04, 2025 upto March 03, 2028, on terms and conditions as specified in the resolution at Item no. 2 of the notice. The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Swaminathan Swaminathan for the office of a Director.

The Company has received his consent to act as Managing Director and Chief Executive Officer of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(1) & (2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. He also satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment.

Further, pursuant to the provisions of Section 152(2) of the Act, every director of the Company has to be appointed in the general meeting of the Company. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, every listed entity shall ensure that approval of shareholders for appointment of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Further, his appointment as a Managing Director also requires approval of the shareholders as per provisions of the Companies Act, 2013. Accordingly, approval of the shareholders is being sought for regularization of the appointment of Mr. Swaminathan as Director, liable to retire by rotation and as a Managing Director and CEO of the Company.

Considering his rich experience in various fields and his fruitful association with the Company, the Board is of the opinion that the appointment of Mr. Swaminathan as a director and MD & CEO of the Company on the terms and conditions mentioned in item no 1 & 2 of the Notice would be beneficial to the Company.

a) PROFILE

Mr. Swaminathan aged 56 years is currently the Director – Finance Controller of DXC Technology's business operations in India. He has been associated with the Company since December 2008.

In his role, he comes up with Building High Performing Teams, Implemented Systems & Designs, Mergers & Acquisitions and has had IPO experience.

He has rich and varied experience of more than 30 years in the field of Corporate Finance, Accounts, Secretarial, Taxation, Legal, Management Reporting, Budgeting, Facilities and Administration.

He is an Associate of Institute of Chartered Accountants, Institute of Company Secretaries, Institute of Cost and Management Accountants and has done Chartered Financial Analyst and Post-graduate in Management Studies.

b) REMUNERATION

Mr. Swaminathan Swaminathan will not receive any remuneration from the Company for acting as Managing Director & CEO of the Company. He shall also not to be entitled to any commission or sitting fees during his tenure as Managing Director. However, He shall be entitled for actual reimbursement of travel and out of pocket expenses incurred for business purpose of the Company.

He is also the Managing Director of one of the promoter companies i.e. DXC Technology India Private Limited ('DXC') and he will be drawing the remuneration from DXC .

The disclosures prescribed under Regulation 36 of the SEBI Listing Regulations read with the provisions of the SS-2 are provided in **Annexure-A** of the Notice.

Except Mr. Swaminathan himself, none of the Directors, Key Managerial Personnel or any of their relative, is in anyway, concerned or interested, financially or otherwise, in the above resolutions.

Your directors, therefore, recommend the resolutions for your approval by way of an Ordinary Resolution and Special Resolution as set out at Item No. 1 & 2 respectively of the accompanying Notice.

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

Sd/-

Radhika Khurana
Company Secretary
Membership No: A32557

Place: Gurgaon
Date: April 25, 2025

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

Annexure - A

Information of Director seeking appointment/re-appointment furnished pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of the Secretarial Standard-2 (General Meetings)

Name of the Director	Swaminathan Swaminathan
DIN	10976726
Category	Managing Director & CEO
Date of Birth	November 10, 1968
Age	56 years
Date of first appointment on the Board	March 04, 2025
Qualification	He is an Associate of Institute of Chartered Accountants, Institute of Company Secretaries, Institute of Cost and Management Accountants and has done Chartered Financial Analyst and Post-graduate in Management Studies
Expertise in Functional area	<p>In his role, he comes up with Building High Performing Teams, Implemented Systems & Designs, Mergers & Acquisitions and has had IPO experience.</p> <p>He has rich and varied experience of more than 30 years in the field of Corporate Finance, Accounts, Secretarial, Taxation, Legal, Management Reporting, Budgeting, Facilities and Administration</p>
Terms and conditions of appointment	Please refer to the resolution(s) and explanatory statement mentioned at Item No. 1 and 2 of this Notice
Details of remuneration sought to be paid	He will not receive any 'Remuneration' and/or 'Commission' from the Company.
Relation with Promoters/ Directors/ Manager / Key Managerial Personnel	<p>He is the Managing director of a Promoter Company (DXC Technology India Private Limited).</p> <p>He has been appointed as Managing director on March 04, 2025 in DXC Technology India Private Limited</p>
Remuneration last drawn	NA
Directorships in other Public Companies (excluding foreign companies) as on date	Nil
Chairmanship/Membership of Committees of other Boards	Nil
Membership/Chairmanship in Committees of the Company	Nil
Number of shares held in the Company	Nil
Percentage of shareholding	NA
Number of meetings of the Board attended during the year	Nil
Listed entities from which the Director has resigned from directorship in the past three (3) years	Nil