

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: Intimation of Results of Postal Ballot**Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Sir/Madam,

**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

In furtherance to our letter dated April 28, 2025, enclosing a copy of Postal Ballot Notice dated April 25, 2025, following resolutions has been approved with requisite majority through remote e-voting w.e.f. May 28, 2025 i.e. last date of e-voting:

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)

In this regard, please find enclosed the following documents:

1. Report of the Scrutinizer dated March 29, 2025 on Voting Results of Postal Ballot (by remote e-voting only) pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.
2. Details of the Voting Results of Postal Ballot (by remote e-voting only) in specified format as required under Regulation 44(3) of SEBI Listing Regulations.

You are requested to take the above information on record.

Thanking You,

Yours Sincerely,
For **Xchanging Solutions Limited**


RADHIKA
KHURANA
Date: 2025.05.29
18:17:21 +05'30'

Radhika Khurana
Company Secretary & Compliance Officer
Membership No. A32557

Encl: As above

**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

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Sector – 18, Noida-201301,
Uttar Pradesh, India
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Date: May 29, 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 Chairperson
Xchanging Solutions Limited
HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru - 560 100,
Karnataka, India
[CIN: L72200KA2002PLC030072]

Subject: Scrutinizer's Report on Postal Ballot Process conducted pursuant to the provisions of Section(s) 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of Xchanging Solutions Limited ("the Company") on Friday, April 25, 2025, I, Ankush Agarwal, Partner (Membership No. F9719 & COP. No. 14486) of M/s. MAKS & Co., Practicing Company Secretaries (FRN : P2018UP067700) had been appointed as Scrutinizer to receive, process and scrutinize the Postal Ballot process through electronic means only, in a fair and transparent manner pursuant to provisions of Section(s) 110 & 108 of the Companies Act, 2013 ("Act") read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and amendments made thereto including the MCA Circulars, as defined/listed below, in respect of the below stated resolution(s) as proposed in the Postal Ballot Notice dated April 25, 2025 ("Postal Ballot Notice"), and I submit my report as under:

1) Management Responsibility

The management is responsible for ensuring compliance under the provisions of Section 110, 108 and other applicable provisions of the Act, read together with the Rule 20 and 22 Companies (Management and Administration) Rules, 2014, as amended, and in accordance with Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 9/2024 dated September 19, 2024, respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI Circulars") and Regulation 44 of SEBI LODR Regulations and any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of postal ballot through remote e-voting only.

2) Scrutiniser's Responsibility

My responsibility as the Scrutinizer is restricted to scrutinize the e-voting process in a fair and transparent manner and to prepare and submit my Report with respect to the votes cast in favour and against the resolution(s) stated in the Postal Ballot Notice, based on the reports generated from e-voting facility provided by M/s. Kfin Technologies Limited ("Kfintech / RTA"). The Company had availed the e-voting facility offered by Kfintech for conducting e-voting by electronic means.

3) Cut-off Date

The shareholders of the Company holding shares as on the Cut-off Date i.e. Friday, April 25, 2025, were entitled to vote on the resolution as contained in the Postal Ballot Notice.

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4) Resolution proposed

The following resolutions were proposed by postal ballot through remote e- voting only.

S. No.	Type of Resolution(s)	Particulars
1	Ordinary Resolution	Appointment of Mr. Swaminathan Swaminathan (DIN: 10976726) as a Director of the Company
2	Special Resolution	Appointment of Mr. Swaminathan Swaminathan (DIN: 10976726) as Managing Director and CEO of the Company

5) Postal Ballot process

In connection with the above referred matter, I submit my report as under:

- 5.1 In terms of the MCA Circulars, Companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder. The Company had decided to conduct the Postal Ballot in accordance with provisions of MCA Circulars. Accordingly, in compliance with the requirements of the MCA Circulars, the physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the shareholders for this Postal Ballot and shareholders were required to communicate their assent or dissent through the remote e-voting system only.
- 5.2 The Company had completed the dispatch of Postal Ballot Notice by email to all its shareholders on Monday, April 28, 2025, whose names appear on the Register of Members/list of Beneficial Owners as received from the Depositories National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on Friday, April 25, 2025 ("Cut-off Date") and who have registered their email addresses with the Company or Depository / Depository Participants.
- 5.3 The Company had published post-dispatch advertisements (regarding completion of dispatch of Postal Ballot notice) in "Financial Express" (all editions, English Daily) and in "Sanjevani" (Kannada Daily) on Tuesday, April 29, 2025.
- 5.4 The Remote e-voting period commenced on Tuesday, April 29, 2025 (9:00 A.M. IST) and ended on Wednesday, May 28, 2025 (5:00 P.M. IST) via e-voting Platform on the designated website of Kfintech, Authorized Agency to provide E-voting facility, viz. evoting.kfintech.com.
- 5.5 Remote e-votes casted up to the close of working hours (i.e. 5:00 P.M. IST) on Wednesday, May 28, 2025, being the last date and time fixed by the Company for the receipt of the e-votes, were considered for my scrutiny i.e. Remote e-voting was not allowed after 5:00 P.M. IST on Wednesday, May 28, 2025 and voting portal of Kfintech was blocked forthwith. Further, on completion of Remote e-voting, we unblocked the e-voting results on Kfintech e-voting facility and downloaded the results for my scrutiny and report.
- 5.6 The total voting capital of the Company for determining the voting rights as on Friday, April 25, 2025 i.e. Cut-Off Date was Rs. 111,40,37,160/- (Rupees One Hundred Eleven Crore Forty Lakhs Thirty Seven Thousand One Hundred Sixty only) divided into 11,14,03,716 (Eleven Crore Fourteen Lakhs Three Thousand Seven Hundred Sixteen) Equity Shares of Rs. 10/- (Rupees Ten only) each.
- 5.7 The registers and all other related documents relating to Electronic Voting shall remain in my safe custody until the Chairperson considers, approves and signs the minute and thereafter, I will hand over these documents to the Company.

**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

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6) Postal Ballot Result

Since, the postal ballot process is conducted through e-voting only, no physical postal ballots received/accepted and considered.

In accordance with the basis of acceptance and rejection and on proper scrutiny of all the postal ballot votes by e-voting, I report the results of Postal Ballot through e-voting only as under:

DETAILS OF VOTING ON SPECIAL BUSINESS*(Through Remote E-voting only)***RESOLUTION NO. 1:****APPOINTMENT OF MR. SWAMINATHAN SWAMINATHAN (DIN 10976726) AS A DIRECTOR OF THE COMPANY**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid e-Votes casted
	Postal-Ballot	Remote e-Votes	Total	
Assent	NA	8,37,94,887	8,37,94,887	99.995
Dissent	NA	4,384	4,384	0.005
Total	NA	8,37,99,271	8,37,99,271	100.00

Note:

- (1). 14 Members holding 1,968 Shares were abstained from voting on the Resolution No. 1 and therefore these shares (i.e. 1,968 Shares) were not considered for reckoning valid e-votes; and
- (2). 1 Member voted less by 120 Shares on the Resolution No. 1 than the shares he hold and therefore these shares (i.e. 120 Shares) were not considered for reckoning valid e-votes.

RESOLUTION NO. 2:**APPOINTMENT OF MR. SWAMINATHAN SWAMINATHAN (DIN: 10976726) AS MANAGING DIRECTOR & CEO OF THE COMPANY**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage of total net valid e-Votes casted
	Postal-Ballot	Remote e-Votes	Total	
Assent	NA	8,37,94,116	8,37,94,116	99.994
Dissent	NA	5,156	5,156	0.006
Total	NA	8,37,99,272	8,37,99,272	100.00

Note:

- (1). 13 Members holding 1,967 Shares were abstained from voting on the Resolution No. 2 and therefore these shares (i.e. 1,967 Shares) were not considered for reckoning valid e-votes; and
- (2). 1 Member voted less by 120 Shares on the Resolution No. 2 than the shares he hold and therefore these shares (i.e. 120 Shares) were not considered for reckoning valid e-votes.

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MAKS & CO.

Company Secretaries

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Therefore, the Resolution No. 1 and Resolution No. 2 have been approved with requisite majority. The detailed break up of voting through e-voting in respect of the Resolution No. 1 and Resolution No. 2 is attached to this report & marked as **Annexure A**.

Having regards to the aforesaid scrutiny, I hereby report that:

- (i) The above Ordinary Resolution (*Resolution No. 1*) and Special Resolution (*Resolution No.2*), as proposed by the Company through Postal Ballot have been carried / approved by the Shareholders of the Company with requisite majority; and
- (ii) I confirm that the complete Postal Ballot Remote e-voting process has been conducted in a fair and transparent manner.

You may accordingly declare the results of the voting on Postal Ballot done through Remote e-voting voting in accordance with applicable laws and regulations.

Thanking you,

Yours Sincerely,

For **MAKS & Co.,**

Company Secretaries

[FRN P2018UP067700]

Peer Review Certificate No.: 2064/2022

**ANKUSH
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ANKUSH AGARWAL
Date: 2025.05.29
16:59:07 +05'30'

**Ankush Agarwal
Partner**

Membership No: F9719

Certificate of Practice No:14486

UDIN: F009719G000492157



Countersigned by

**SWAMINATHAN
SWAMINATHAN**

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Date: 2025.05.29
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Chairperson

Date: 29-05-2025

Place: Noida, U.P.

**MAKS & CO.**

Company Secretaries

FRN: P2018UP067700

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Annexure – A**A DETAILED SUMMARY OF THE POSTAL BALLOT RESULT IS GIVEN HEREIN BELOW****RESOLUTION NO. 1 (ORDINARY RESOLUTION)****APPOINTMENT OF MR. SWAMINATHAN SWAMINATHAN (DIN 10976726) AS DIRECTOR OF THE COMPANY**

VOTING THROUGH E-VOTING:				
Particulars	No of Shareholders	No. of the Shares	Paid-up value of the Shares (In Rs.)	% of Total Voting Capital* (Approx.)
(a) Total votes received	286	8,38,01,239	83,80,12,390	75.223
(b) Less: Abstained	14	1,968	19,680	0.002
(c) Net Valid Votes	272	8,37,99,271	83,79,92,710	75.221
(d) Votes with Assent	251	8,37,94,887	83,79,48,870	75.217
(e) Votes with dissent	21	4,384	43,840	0.004

* Total Voting Capital (Please refer Point No. 5.6 of this Report)

RESOLUTION NO. 2 (SPECIAL RESOLUTION):**APPOINTMENT OF MR. SWAMINATHAN SWAMINATHAN (DIN: 10976726) AS MANAGING DIRECTOR & CEO OF THE COMPANY**

VOTING THROUGH E-VOTING:				
Particulars	No of Shareholders	No. of the Shares	Paid-up value of the Shares (In Rs.)	% of Total Voting Capital* (Approx.)
(a) Total votes received	286	8,38,01,239	83,80,12,390	75.223
(b) Less: Abstained	13	1,967	19,670	0.002
(c) Net Valid Votes	273	8,37,99,272	83,79,92,720	75.221
(d) Votes with Assent	252	8,37,94,116	83,79,41,160	75.217
(e) Votes with dissent	21	5,156	51,560	0.004

* Total Voting Capital (Please refer Point No. 5.6 of this Report)

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Voting results	
Record date	25-04-2025
Total number of shareholders on record date	82214
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
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				Appointment of Mr. Swaminathan Swaminathan (DIN: 10976726) as 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	0.0000
Public- Institutions	E-Voting	341668	868	0.2540	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	341668	868	0.2540	868	0	100.0000	0.0000
Public- Non Institutions	E-Voting	27509261	245616	0.8928	241232	4384	98.2151	1.7849
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	27509261	245616	0.8928	241232	4384	98.2151	1.7849
Total		111403716	83799271	75.2213	83794887	4384	99.9948	0.0052
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	0
Public Insitutions	0
Public - Non Insitutions	1968

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Swaminathan Swamianthan (DIN: 10976726) as Managing Director & CEO 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	0.0000
Public- Institutions	E-Voting	341668	868	0.2540	0	868	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	341668	868	0.2540	0	868	0.0000	100.0000
Public- Non Institutions	E-Voting	27509261	245617	0.8929	241329	4288	98.2542	1.7458
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	27509261	245617	0.8929	241329	4288	98.2542	1.7458
Total		111403716	83799272	75.2213	83794116	5156	99.9938	0.0062
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	0
Public Insitutions	0
Public - Non Insitutions	1967