XSL/SE/2026-27/06 **May 3, 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: 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,

In furtherance to our letter dated April 2, 2026, enclosing a copy of Postal Ballot Notice dated April 2, 2026, we wish to inform you that the following resolution has been approved by the members with the requisite majority through remote e-voting the last date of which was May 2, 2026:

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

In this regard, please find enclosed the following documents:

1. Report of the Scrutinizer dated May 3, 2026 on Voting Results of Postal Ballot conducted through remote e-voting 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.

The same shall be available in the website of the Company at https://dxc.com/xsl

You are requested to take the above information on record.

Thanking You,

Yours Sincerely,
For **Xchanging Solutions Limited**

RADHIKA KHURANA Digitally signed by RADHIKA KHURANA Date: 2026.05.03 21:23:38 +05'30'

Radhika Khurana
Company Secretary & Compliance Officer

Encl: As above

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

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Date: May 03, 2026

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,

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 April 02, 2026, 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 ("**the 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 as proposed in the Postal Ballot Notice dated April 02, 2026 ("**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. 03/2025 dated September 22, 2025, respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as **"MCA 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.

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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 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, March 27, 2026, were entitled to vote on the resolution as contained in the Postal Ballot Notice.

4) Resolution proposed:

The following resolution was proposed by postal ballot through remote e- voting only.

S. No.	Type of Resolution	Particulars
1	Special Resolution	Appointment of Mrs. Padmaja Priyadarshini (DIN: 06416242) as "Non- Executive and Independent Director" 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 Thursday, April 02, 2026, 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, March 27, 2026 ("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 Friday, April 03, 2026.

5.4 The Remote e-voting period commenced on Friday, April 03, 2026 (9:00 A.M. IST) and ended on Saturday, May 02, 2026 (5:00 P.M. IST) via e-voting Platform on the designated website of Kfintech, Authorized Agency to provide E-voting facility.

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5.5 Remote e-votes casted up to the close of working hours (i.e. 5:00 P.M. IST) on Saturday, May 02, 2026, 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 Saturday, May 02, 2026 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 voting details for my scrutiny and report.

5.6 The total voting capital of the Company for determining the voting rights as on Friday, March 27, 2026 i.e. Cut-Off Date was Rs. 1,11,40,37,160/- (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 Chairman considers, approves and signs the minute and thereafter, I will hand over these documents to the Company.

6) Postal Ballot Result:

Since, the postal ballot process is conducted through Remote 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 MRS. PADMAJA PRIYADARSHINI (DIN: 06416242) AS 'NON-EXECUTIVE AND INDEPENDENT DIRECTOR' OF THE COMPANY

Special Resolution				
Particulars	**Number of Valid Remote e-Votes**			**Percentage of total net valid e-Votes casted***
	Postal-Ballot	**Remote e-Votes**	**Total**	
Assent	NA	8,37,98,737	8,37,98,737	99.911
Dissent	NA	74,632	74,632	0.089
Total	**NA**	**8,38,73,369**	**8,38,73,369**	**100.00**

Note(s):

(1). 4 Members holding 169 Shares were abstained from voting on the Resolution No.1 and therefore these shares (i.e. 169 Shares) were not considered for reckoning valid e-votes; and

(2). 2 Members voted less by 1,003 Shares on the Resolution No. 1 than the shares they hold and therefore these shares (i.e. 1,003 Shares) were not considered for reckoning valid e-votes.

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

MAKS & CO.
Company Secretaries
FRN: P2018UP067700

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

(i) The above Special Resolution *(Resolution No. 1),* as proposed by the Company through Postal Ballot, has 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 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 AGARWAL
Digitally signed by ANKUSH AGARWAL
Date: 2026.05.03 16:05:20 +05'30'

Ankush Agarwal
Partner
Membership No.: F9719
Certificate of Practice No:14486
UDIN: F009719H000265161

Date: May 03, 2026
Place: Noida, U.P.

Countersigned by:

SWAMINATHAN SWAMINATHAN
Digitally signed by SWAMINATHAN SWAMINATHAN
Date: 2026.05.03 19:01:01 +05'30'

Chairman

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Annexure - A

A DETAILED SUMMARY OF THE POSTAL BALLOT RESULT IS GIVEN HEREIN BELOW:

RESOLUTION NO. 1 (SPECIAL RESOLUTION):

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

VOTING THROUGH REMOTE 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	243	8,38,73,538	83,87,35,380	75.2879
(b) Less: Abstained	4	169	1,690	0.0002
(c) Net Valid Votes	239	8,38,73,369	83,87,33,690	75.2877
(d) Votes with Assent	211	8,37,98,737	83,79,87,370	75.2207
(e) Votes with dissent	28	74,632	7,46,320	0.0670

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

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Voting results	
Record date	27-03-2026
Total number of shareholders on record date	76790
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	**1**
Disclosure of notes on voting results	Add Notes

Prev

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Resolution (1)

Resolution required: (Ordinary / Special)	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No
Description of resolution considered	Appointment of Mrs. Padmaja Priyadarshini (DIN: 06416242) 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	0.0000
Public- Institutions	E-Voting	405327	14811	3.6541	14811	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	405327	14811	3.6541	14811	0	100.0000	0.0000
Public- Non Institutions	E-Voting	27445602	305771	1.1141	231139	74632	75.5922	24.4078
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	27445602	305771	1.1141	231139	74632	75.5922	24.4078
Total		111403716	83873369	75.2878	83798737	74632	99.9110	0.0890
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	1172