





The Asst. Vice President,
National Stock Exchange of India
Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Fax :No. 022 – 26598237/8 **Scrip Code: XCHANGING** 

Department of Corporate Services – CRD

Bombay Stock Exchange Limited, Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Fax No. 022 – 22723121

**Scrip Code: 532616** 

**Sub:** Outcome of the Board Meeting

Ref: Regulation 30, 33 & other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam

This is to inform you that the Board of Directors of the Company at their meeting held today, May 23, 2019, have *inter-alia* the following:

Mr. Henry D'Souza has stepped down from the position of the Chairman of the Board due to his pre-occupancy and difficult to devote sufficient time and efforts towards Chairmanship held in the Board of the Company. He will continue as an Independent Director of the Company and Chairman/Member of various Board's committees. There is no material reason of his resignation. Resignation is enclosed herewith.

- Considered and approved the appointment of Mr. Chandrasekhara Rao Boddoju, Managing Director and CEO as the Chairman of the Board of the Company with immediate effect.
- Considered and approved audited Standalone & Consolidated financial results
  of the Company for the quarter and financial year ended March 31, 2019,
  audited Standalone & Consolidated Financial Statements for the financial year
  ended March 31, 2019 and noted Auditors' Reports with unmodified opinion
  thereon;

Pursuant to Regulation 33(3)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copies of the audited Standalone and Consolidated Financial Results for the 4th quarter and financial year ended March 31, 2019 along with Reports of the Statutory Auditors thereon are enclosed herewith for your records.

The results will be published in the newspapers in terms of Regulation 47(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in due course and will also be placed on the website of the Company.

A declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding unmodified opinion of the Statutory Auditors on the annual financial results for the financial year ended March 31, 2019 is enclosed herewith.

4. Considered and approved the Board's Report for the financial year ended March 31, 2019 and Notice of Eighteenth Annual General Meeting.

### Xchanging Solutions Limited, a DXC Technology Company

CIN: L72200KA2002PLC030072
Registered Office: SJR I-Park, Plot No. 13, 14, 15 EPIP Industrial Area, Phase 1, Whitefield, Bangalore, Karnataka - 560 066 India

T +91.(0)80.43640000 F +91.(0)80.41157394 www.dxc.technology



- 5. Considered and approved the Change in Registered Office Address of the Company from "SJR I Park, Plot No. 13,14, 15 EPIP Industrial Area, Phase 1, Whitefield, Bangalore-560066" to "Kalyani Tech Park Survey No 1, 6 & 24, Kundanhalli Village, K R Puram Hobli, Bangalore 560 066" with effect from August 1, 2019. Reason of change of registered office is lease deed will be expired.
- 6. Considered and approved voluntarily liquidation of Xchanging Solutions (Europe) Limited ("XSEL"), Wholly Owned Subsidiary. Disclosure as per Regulation 30 of SEBI (LODR) Regulations, 2015 is as follows: -

S. No.	Particulars	Comment
1.	Details and reasons for Liquidation	XSEL does not undertake any operations as on date and does not provide any revenue to its holding company (i.e. Xchanging Solutions Limited ("XSL"). Accordingly, XSL has decided to liquidate XSEL for commercial reasons
2.	Quantitative and qualitative effect of Liquidation	Other than the dividend to be received (details of which are set out below), Tangible effect is that the XSEL will no longer be active, no intangible effect.
3.	Details of benefit, if any, to the promoter/promoter group/group companies from such proposed restructuring	No benefit will accrue to the promoter/promoter group/group companies of XSL pursuant to such restructuring.
4.	Brief details of Change in shareholding pattern (if any)	Given that the restructuring is a proposed liquidation of XSEL, XSEL will cease to exist post such liquidation.
5.	Consideration received from such liquidation	As part of the liquidation, XSEL has declared dividend to XSL. XSL will receive this divided before the liquidation process is initiated. The dividend amount is £437,000 (approx.)
6.	Expected date of completion of liquidation	Date of commencement: May 24, 2019. Date of conclusion: July 2020 (tentative)
7.	Net worth as on March 31, 2019 in INR & GBP	XSEL's net worth as on March 31, 2019 is GBP 441,695 equivalent to INR 39,706,776
8.	Total revenue as on March 31, 2019 in INR & GBP	NIL



- 7. Considered, approved and recommend the re-appointment of Mr. Henry D'Souza as an Independent Director for a second term of 5 years with effect from May 25, 2020. He has given declaration that he is not debarred as director from any government authorities and eligible to appoint as an Independent Director. A brief profile of Mr. Henry D'Souza is enclosed herewith.
- 8. The meeting of the Board commenced at 1:00 PM and concluded at 5.00 PM.

You are kindly requested to take the above information on record.

Thanking You,

Yours Sincerely,

For Xchanging Solutions Limited

**Mayank Jain** 

**Company Secretary & Compliance Officer** 

Membership No. A26620

Address: SJR I Park, Plot no. 13, 14, 15

EPIP Industrial Area, Phase 1 Whitefield, Bangalore - 560066

Encl: as above

Private and Confidential

The Board of Directors Xchanging Solutions Limited SJR I Park, Plot No. 13,14,15 EPIP Industrial Area, Phase 1 Whitefield, Bangalore Karnataka -560066

Dear Sirs,

Please accept this letter as a notice of my formal resignation as Chairman of the Board with effect from May 23, 2019 due to my pre-occupancy and difficult to devote sufficient time and efforts towards Chairmanship of Board held in the Company. Further I would be continuing to be an Independent Director of the Company and Chairman/Member of the Board's committees.

Date: May 23, 2019

There is no material reason of my stepping down as the Chairman of the Board.

Kindly acknowledge the receipt and arrange to submit necessary filings with the regulators and other authorities (where applicable) accordingly.

Yours Faithfully

Henry D' Souza Director

(DIN: 00276157)



# Xchanging Solutions Limited Registered Office: SJR I Park, Plot No 13,14.15, EPIP Industrial Area, Phase 1, Whitefield, Bangalore-560066 CIN: L17220BKA2602PLC030072 Tel.: +91.(0) 80.43640000 Email: compliance⊛xchanging.com Website: www.xchanging.com

Statem	ent of Standalone Audited Financial Results for the Quarter and Year ended 31/03/2019					
SI. No.	Particutars	Quarter ended 31/03/2019 (Refer note 3)	Quarter ended 31/12/2018	Corresponding quarter ended 31/03/2018 (Refer note 3)	Year ended 31/03/2019	Year ended 31/03/2018
85		(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1.	Revenue from operations	1,260	1,428	1,444	5,203	5,593
2.	Other Income	174	159	411	1,202	1,048
3.	Total Income (1+2)	1,434	1,587	1,855	6,405	6,641
4.	Expenses					
	Employee benefits expense	592	616	801	2,584	3,340
	Finance costs	- 4	*	2	1	4
	Depreciation and amortisation expense	10	6	18	37	102
	Other expenses	222	276	621	1,352	1,899
	Total expenses (4)	824	898	1,440	3,974	5,345
5.	Profit before tax (3-4)	610	689	415	2,431	1,296
େ.	Tax expense / (benefit)					
	Current tax	225	181	306	737	715
	Current tax- for the earlier year		15	(27)	15	(27
	Deferred tax	(30)	31	68	32	47
	Total tax expense (6)	195	227	347	784	735
7.	Profit for the period (5-6)	415	462	68	1,647	561
8.	Other comprehensive income/ (expense)	5.0003	2,000			
	(i) Items that will not be reclassified to profit or loss			1		
	<ul> <li>Remeasurements gains/ (losses) on defined benefit plans</li> </ul>	12	(8)	(45)	35	45
	(ii) Income tax relating to items that will not be reclassified to profit or loss	(3)	2	15	(10)	(16)
9.	Total other comprehensive income/ (expense) (8(i)+8(ii))	9	(6)	(30)	25	29
10.	Total Comprehensive Income for the period (7+9)	424	456	38	1,572	590
11.	Paid up equity share capital (Face value per Share Rs 10/-, fully paid)	11,140	11,140	11,140	11,140	11,140
12.	Other Equity (excluding Revaluation Reserve)		-	, <del>-</del>	9,299	7,627
13.	Earnings per Equity Share (Face value of Rs.10 each) (not annualised for the quarters)					
	Basic- In Rs.	0.37	0.41	0.06	1.48	0.50
	Diluted- In Rs.	0.37	0.41	0.06	1,48	0.50

		(Rs in lakh:		
	As at	As at		
Particulars	31/03/2019	31/03/2018		
NAME OF THE PARTY	(Audited)	(Audited)		
ASSETS				
Non-current assets				
Property, plant and equipment	24	34		
Other intangible assets	5			
Financial assets	255.0			
Investments	5,186	5,18		
Loans	1,618	1.86		
Other financial assets	_	1		
Deferred tax assets (net)	873	91		
Other non-current assets	1,658	1,51		
Total non-current assets	9,364	9,54		
Current assets				
Financial assets				
Investments		12,15		
Trade receivables	890	1,20		
Cash and cash equivalents	14,297	45		
Bank balances other than above	135	14		
Loans	250	-		
Other financial assets	424	65		
Other current assets	255	19		
Total current assets	16,251	14,80		
Total assets	25,615	24,34		
Equity	1			
Equity share capital	11,140	11,14		
Other equity	9,299	7,62		
Total equity	20,439	18,76		
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	8			
Boπowings Provisions	303			
Borrowings Provisions Other non-current liabilities	-	34		
Borrowings Provisions Other non-current liabilities Total non-current liabilities	303 - 303	34		
Borrowings Provisions Other non-current liabilities Total non-current liabilities	-	34		
Borrowings Provisions Other non-current liabilities Fotal non-current liabilities Current liabilities Financial liabilities	-	34		
Borrowings Provisions Other non-current liabilities Fotal non-current liabilities Current liabilities Financial liabilities Trade payables	303	34		
Borrowings Provisions Other non-current liabilities Total non-current liabilities Current liabilities Financial liabilities Trade payables Total cudstanding dues of micro enterprises and small enterprises	303	34		
Borrowings Provisions Other non-current liabilities Fotal non-current liabilities Current liabilities Financial liabilities Trade payables	303	34		
Borrowings Provisions Other non-current liabilities Total non-current liabilities Current liabilities Financial liabilities Trade payables Total cudstanding dues of micro enterprises and small enterprises	303	34 34 1,42		
Borrowings Provisions Other non-current liabilities Total non-current liabilities Current liabilities Financial liabilities Trade payables Total outstanding dues of micro enterprises and small enterprises Total outstanding dues of oreditors other than micro enterprises and small enterprises	303 303 1 832	34 34 1,42		
Borrowings Provisions Other non-current liabilities Total non-current liabilities Current liabilities Financial liabilities Financial liabilities Trade payables Trade payables Total outstanding dues of micro enterprises and small enterprises Total outstanding dues of creditors other than micro enterprises and small enterprises Other financial liabilities	303 303 1 832	34 34 - 1,42		
Borrowings Provisions Other non-current liabilities Total non-current liabilities Current liabilities Financial liabilities Financial liabilities Trade payables Total cutstanding dues of micro enterprises and small enterprises Total outstanding dues of oreditors other than micro enterprises and small enterprises.  Other financial liabilities Provisions	1 832 10 77	34 34 1,42 8 8 3,43		
Borrowings Provisions Other non-current liabilities Total non-current liabilities Current liabilities Financial liabilities Financial liabilities Trade payables Total cutstanding dues of micro enterprises and small enterprises Total outstanding dues of creditors other than micro enterprises and small enterprises Other financial liabilities Provisions Current tax liabilities (net)	303 1 832 10 77 3,647	344 344 1,424 81 3,43 27' 5,23'		
Borrowings Provisions Other non-current liabilities Total non-current liabilities Current liabilities Financial liabilities Financial liabilities Trade payables Total outstanding dues of micro enterprises and small enterprises Total outstanding dues of oreditors other than micro enterprises and small enterprises Other financial liabilities Provisions Current Tax liabilities (net) Other current liabilities	303 1 832 10 77 3,647 306	34 34 1,42 8 3,43 27		

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				(Rs in	lakhs except for	per share data)
Stateme	ent of Consolidated Unaudited/ Audited Financial Results for the Quarter and Year Ended 31	/03/2019				
SI. No.	Particulars	Quarter ended 31/03/2019	Quarter ended 31/12/2018	Corresponding quarter ended 31/03/2018	Year ended 31/03/2019	Year ended 31/03/2018
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
1.	Revenue from operations	4,855	4,909	4,408	18,410	18,590
2.	Other income	183	164	480	1,455	1,577
3.	Total Income (1+2)	5,038	5,073	4,888	19,865	20,167
4.	Expenses					
	Employee benefits expense	1,946	2,173	2,491	8,825	10,485
	Finance costs	-	-		1	4
	Depreciation and amortisation expense	15	7	22	47	117
	Other expenses	1,280	1,223	1,410	5,312	5,500
	Total expenses (4)	3,241	3,403	3,923	14,185	16,105
5.	Profit before tax (3-4)	1,797	1,670	965	5,680	4,061
6.	Tax expense / (benefit)					
	Current tax	176	304	350	962	877
	Current tax- for the earlier year		15	(27)	15	(27).
	Deferred tax	(29)	30	68	32	47 .
	Total tax expense (6)	147	349	391	1,009	697
7.	Profit for the period (5-6)	1,650	1,321	574	4,671	3,164
8.	Other comprehensive income/ (expense)					
	(A) (i) Items that will not be reclassified to profit or loss		ĺ		!	
	<ul> <li>Remeasurements gains/ (losses) on defined benefit plans</li> </ul>	12	(8)	(45)	35	45
	(A) (ii) Income tax relating to items that will not be reclassified to profit or loss	(3)	2	15	(10)	(16)
	(B) (i) Items that may be reclassified to profit or loss		0			
	<ul> <li>Exchange differences in translating the financial statements of foreign operations</li> </ul>	(90)	(428)	369	378	246
	(B) (ii) Income tax relating to items that may be reclassified to profit or loss	26	125	(115)	(110)	(72)
9.	Total other comprehensive income/ (expense) (8(A)(i-ii)+8(B)(i-ii))	(55)	(309)	224	293	203
10.	Total Comprehensive Income for the period (7+9)	1,595	1,012	798	4,964	3,367
	Paid up equity share capital (Face value per Share Rs 10/-, fully paid)	11,140	11,140	11,140	11,140	11,140
	Other Equity (excluding Revaluation Reserve)	-	, 141		32,182	27,218
13.	Earnings per Equity Share (Face value of Rs.10 each) (not annualised for the quarters)	1				
	Basic- In Rs.	1.48	1.19	0.51	4.19	2.84
	Diluted- In Rs.	1,48	1.19	0.51	4.19	2.84

Consolidated Statement of Assets and Liabilities Particulars	As at	As at
	31/03/2019	31/03/2018
	(Audited)	(Audited)
ASSETS	- practically	- Linear
Non-current assets		
Property, plant and equipment	31	
Other intangible assets	5	
Goodwill on consolidation	15,841	15,84
Financial assets		
Loans	1,618	1,86
Other financial assets	10	
Deferred tax assets (net)	754	90
Other non-current assets	1,658	1,5
Total non-current assets	19,917	20,19
Current assets		
Financial assets		
Investments	· i	12,1
Trade receivables	2,877	3,1
Cash and cash equivalents	25,691	7,35
Bank balances other than above	247	50
Loans	250	-
Other financial assets	2,093	3,25
Other current assets	258	21
Total current assets	31,416	26,59
Total assets	51,333	46,79
Equity		
Equity share capital	11,140	11,14
Other equity	32,182	27,21
Other equity  Total equity		27,21
	32,182	11,14 27,21 38,35
Other equity Total equity Liabilities	32,182	27,2
Other equity Fotal equity Liabilities	32,182	27,2
Other equity Total equity Liabilities Non-current liabilities	32,182	27,21 38,36
Other equity Total equity Liabilities Non-current liabilities Financial liabilities	32,182	27,21 38,36
Other equity Total equity Liabilities Non-current liabilities Financial liabilities Borrowings Provisions Other non-current liabilities	32,182 43,322	27,21 38,35
Other equity Total equity Liabilities Non-current liabilities Financial liabilities Borrowings Provisions Other non-current liabilities Total non-current liabilities	32,182 43,322	27,21 38,35
Other equity Fotal equity Liabilities  Non-current liabilities  Financial liabilities  Borrowings  Provisions Other non-current liabilities  Fotal non-current liabilities	32,182 43,322	27,2 38,39
Other equity Total equity Labilities  Non-current liabilities  Financial liabilities Borrowings Provisions Other non-current liabilities Total non-current liabilities Current liabilities Financial liabilities	32,182 43,322	27,2 38,39
Other equity Total equity Liabilities Von-current liabilities Financial liabilities Borrowings Provisions Other non-current liabilities Total non-current liabilities Current liabilities Financial liabilities Financial liabilities Trade payables	32,182 43,322	27,21 38,35
Other equity  Total equity  Liabilities  Financial liabilities  Borrowings  Provisions  Other non-current liabilities  Total non-current liabilities  Current liabilities  Financial liabilities  Trade payables  Total outstanding dues of micro enterprises and small enterprises	32,182 43,322	27,2' 38,3!
Other equity Total equity Liabilities Non-current liabilities Financial liabilities Borrowings Provisions Other non-current liabilities Total non-current liabilities Current liabilities Current liabilities Financial liabilities Trade payables	32,182 43,322 303 303	27,2' 38,3!
Other equity Total equity Liabilities  Non-current liabilities  Financial liabilities  Borrowings Provisions Other non-current liabilities  Total non-current liabilities  Current liabilities  Financial liabilities  Trade payables  Total outstanding dues of micro enterprises and small enterprises	32,182 43,322	27,2' 38,3!
Other equity Total equity Liabilities Non-current liabilities Financial liabilities Borrowings Provisions Other non-current liabilities Total non-current liabilities Current liabilities Current liabilities Financial liabilities Trade payables Total outstanding dues of micro enterprises and small enterprises Total outstanding dues of ceditors other than micro enterprises and small enterprises	32,182 43,322 303 - 303 1 1 3,130 10 77	27.21 38,35 34 34
Other equity Total equity Liabilities  Non-current liabilities  Financial liabilities  Borrowings Provisions Other non-current liabilities Cottan non-current liabilities Cottan non-current liabilities Current liabilities  Financial liabilities  Trade payables Total outstanding dues of micro enterprises and small enterprises Total outstanding dues of creditors other than micro enterprises and small enterprises  Other financial liabilities	32,182 43,322 303 303 1 1 3,130	27.21 38,35 34 34
Other equity Total equity Liabilities  Non-current liabilities  Financial liabilities  Borrowings  Provisions Other non-current liabilities Cottan non-current liabilities Cottan non-current liabilities  Cottan non-current liabilities  Total nont-current liabilities  Trade payables  Total outstanding dues of micro enterprises and small enterprises  Total outstanding dues of oreditors other than micro enterprises and small enterprises  Other financial liabilities  Provisions	32,182 43,322 303 - 303 1 1 3,130 10 77	27.21 38,35 34 34 3,45
Other equity Total equity Liabilities  Non-current liabilities  Financial liabilities  Borrowings Provisions Other non-current liabilities Total non-current liabilities Current liabilities Current liabilities  Financial liabilities  Trade payables  Total outstanding dues of micro enterprises and small enterprises  Total outstanding dues of oreditors other than micro enterprises and small enterprises  Other financial liabilities Provisions Current tax liabilities (net) Other current liabilities (net) Other current liabilities	32,182 43,322 303 303 1 3,130 10 77 4,001	27,21
Other equity Flotal equity Labilities  Non-current liabilities  Financial liabilities  Borrowings  Provisions Other non-current liabilities Cottal non-current liabilities Current liabilities  Financial liabilities  Financial liabilities  Trade payables  Total outstanding dues of micro enterprises and small enterprises Total outstanding dues of creditors other than micro enterprises and small enterprises  Other financial liabilities  Provisions Current tax liabilities (net) Other current liabilities	32,182 43,322 303 - 303 1 3,130 10 77 4,001 4,89	27,2 38,3: 3- 3,4: 3,6: 8:





- Notes:
  The above financial results of Xchanging Solutions Limited (the Company) and its subsidiaries (the Group) have been reviewed and recommended by the Audit Committee to the Board, and approved by the Board of Directors at its meeting held on May 23, 2019.
- In accordance with Ind AS 108 "Segment Reporting" the Company has identified only one primary segment viz., Information Technology (IT) services and accordingly the above results relate to this segment. 2.
- 3. The figures for the current quarter and the quarter ended March 31, 2018 are the balancing figures between audited figures of the full financial year ended March 31, 2019 and March 31, 2018, respectively and published year to date figures upto the third quarter ended December 31, 2018 and December 31, 2017, respectively.
- Xchanging Solutions (Europe) Limited, UK ("XSEL") an inoperative subsidiary of the Company, reduced its share capital to 1 share of £ 1 each on May 15, 2019. Thereafter, Board of the Company has approved for Squidation of XSEL on May 23, 2019. There is no carrying value in books of the Company as at March 31, 2019.
- Figures for the previous periods have been regrouped and reclassified, wherever necessary.

Place : Bengaluru Date : May 23, 2019

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Codok trom Lao Chandrasekhara Rao Boddoju Managing Director and Chief Executive Officer DIN: 08185777



Chartered Accountants ASV N Ramana Tower 52, Venkatnarayana Road T. Nagar Chennaí - 600 017 Tamil Nadu, India

Tel: +91 44 6688 5000 Fax: +91 44 6688 5050

#### INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF XCHANGING SOLUTIONS LIMITED

- We have audited the accompanying Statement of Standalone Financial Results of Xchanging Solutions Limited ("the Company"), for the quarter and year ended March 31, 2019 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
- 2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related standalone Ind AS financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder ('Ind AS') and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such standalone financial statements.
- 3. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

- 4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
  - (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and
  - (ii) gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and Total comprehensive income and other financial information of the Company for the quarter and year ended March 31, 2019.



5. The Statement includes the results for the Quarter ended March 31, 2019 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For **DELOITTE HASKINS & SELLS LLP** 

Chartered Accountants (Firm's Registration No. 117366W/W-100018)

Osh a Palacel

Bhavani Balasubramanian Partner (Membership No.22156)

Bengaluru, May 23, 2019



Chartered Accountants ASV N Ramana Tower 52, Venkatnarayana Road T. Nagar Chennai - 600 017 Tamil Nadu, India

Tel: +91 44 6688 5000 Fax: +91 44 6688 5050

#### INDEPENDENT AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF XCHANGING SOLUTIONS LIMITED

- We have audited the accompanying Statement of Consolidated Financial Results of Xchanging Solutions Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") for the year ended March 31, 2019 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
- 2. This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been compiled from the related consolidated financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such consolidated financial statements.
- 3. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Parent's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Parent's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

- 4. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the financial information of the subsidiaries referred to in paragraph 5 below, the Statement:
  - a. includes the results of the following entities:
    - 1. Xchanging Solutions (USA) Inc., USA ('XSUI, USA')
    - 2. Xchanging Solutions (Singapore) Pte. Limited ('XSSPL, Singapore')
    - 3. Xchanging Solutions (Europe) Limited, UK ('XSEL, UK')
      - Xchanging Solutions (Malaysia) Sdn Bhd, Malaysia ('XSMSB, Malaysia')
    - 5. Nexplicit Infotech India Private Limited, India ('NIIPL, India')



- b. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and
- c. gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the metion of the profit, Total comprehensive income and other financial information of the Group for the year ended March 31, 2019.
- 5. The consolidated financial results includes the unaudited financial information of three subsidiaries, whose financial information reflect total assets of Rs. 552 Lakhs as at March 31, 2019, total revenue of Nil, total net profit after tax and Total Comprehensive income of Rs. 9 Lakhs for the year ended March 31, 2019, as considered in the consolidated financial results. These financial information are unaudited and have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

Our opinion on the Statement is not modified in respect of the above matter with respect to our reliance on the financial information certified by the Management.

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants (Firm's Registration No. 117366W/W-100018)

The Balaceli

Bhavani Balasubramanian

Partner

(Membership No. 22156)

Bengaluru, May 23, 2019





<u>Declaration pursuant to Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)</u> Regulations, 2015

I, Shrenik Kumar Champalal, Chief Financial Officer of Xchanging Solutions Limited, hereby declare that the statutory auditors of the Company, M/s Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-1000180) have issued unmodified opinion on Standalone and Consolidated Annual Financial Results of the Company for the Financial year ended March 31, 2019.

Xchanging Solutions Limited, a DXC Technology Company

CIN: L72200KA2002PLC030072 Registered Office: SJR I-Park, Plot No. 13, 14, 15 EPIP Industrial Area, Phase 1, Whitefield, Bangalore, Karnataka - 560 066 India

T +91.(0)80.43640000 F +91.(0)80.41157394 www.dxc.technology Shrenik Kumar Champalal Chief Financial Officer

Place: Bangalore Date: May 23, 2019



#### Brief Profile - Mr. Henry D'Souza

Mr. Henry D Souza has over 32 years of overall experience in the industry. He is currently Chief Executive Officer (CEO) of Expat Leisure & Resorts Limited since May 2009. He was instrumental in building and developing the Indoor Sports Complex (XLR8 Indoor Sports Arena) opened at Kothanur, Bangalore and is currently in the process of expanding the operations of the sports center and clubhouse (Balance-the club) across India and the Middle East. In his capacity, he has worked on stitching together partnerships with global companies such as the Wyndham Group and Club Corp Inc.

Prior to joining Expat, Henry served as Country Head of Xchanging Technology Service India, from 2000 to 2007 where he was responsible for setting up the operations in India. Henry later served as Vice President with Expertus Infotech based in Chennai, India where he was responsible for building the Software Testing practice out of India and overseeing the setting up of business development operations from their London office. He has also held various positions with different roles and responsibilities in many other companies like Panduit International Corp, Turbocam (India) and Bradma of India Limited.

Henry has completed a Master's Degree in Business Administration (Marketing).

Other details of Mr. Henry D'Souza are as below:

Date of Birth	April 26, 1964
DIN	00276157
Appointed as	Independent Director
Category	Non-Executive Director
Name of the Listed entities in which he also holds directorship	Nil
Name of the Committee(s) of the other listed entities in which he is a member /chairman	Nil
Number of Shares held in the Company	Nil
Relationship with other Director(s) in the Company	Nil