Xchanging Solutions Limited, a DXC

Registered Office: SJR I-Park, Plot No. 13,

Whitefield, Bangalore, Karnataka - 560 066

14, 15 EPIP Industrial Area, Phase 1,

CIN: L72200KA2002PLC030072

**Technology Company** 

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India

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 24, 2018, have inter-alia the following:

Considered and approved audited financial results of the Company for the financial year ended March 31, 2018 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 financial year ended March 31, 2018 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, 2018 is enclosed herewith.

2. The meeting of the Board commenced at 1:15 PM and concluded at 5.00PM.

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

Thanking You,

Yours Sincerely,

For Xchanging Solutions Limited

Mayank Jain

Membership No. A26620

Address: SJR I Park, Plot no. 13, 14, 15 EPIP Industrial Area, Phase 1 Whitefield, Bangalore - 560066

Encl: as above

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Company Secretary

# Xchanging Solutions Limited SJR I Park, Plot No 13,14,15, EPIP Industrial Area, Phase 1, Whitefield, Bangalore-560066 CIN: L72200KA2002PLC030072 Tel.: +91 80 3054 0000; Fax: +91 80 4115 7394 Email: info@xchanging.com Website: www.xchanging.com

				(Rs in	lakhs except for	per share data)
Statem	ent of Standalone Audited Financial Results for the Quarter and Year Ended 31/03/2018					
		Quarter ended 31/03/2018	Preceding quarter ended 31/12/2017	Corresponding quarter ended	Year ended 31/03/2018	31/03/2017
SI. No.	Particulars	(Refer note 7)	31/12/2017	31/03/2017 (Refer note 7)	(12 months)	(15 months) (Refer note 8)
	(Refer Notes Below)	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1.	Revenue from operations	1,444	1,379	1,734	5,593	9,902
2.	Other income	414	252	294	1,048	1,074
3.	Total Income (1+2)	1,858	1,631	2,028	6,641	10,976
4.	Expenses					
	Employee benefits expense	801	788	862	3,340	6,502
	Finance costs		1	3	4	15
	Depreciation and amortisation expense	18	22	46	102	280
	Other expenses	624	353	1,487	1,899	4,800
	Total Expenses	1,443	1,164	2,398	5,345	11,597
5.	Profit / (Loss) before tax (3-4)	415	467	(370)	1,296	(621)
6.	Tax expense / (benefit)					
	Current tax	306	231	129	715	306
	Current tax- for the earlier years	(27)		-	(27)	-
	Net Current tax	279	231	129	688	306
	Deferred tax	68	(47)	(217)	47	(259)
	Total tax expense / (benefit)	347	184	(88)	735	47
7.	Profit / (Loss) after tax (5-6)	68	283	(282)	561	(668)
8.	Other comprehensive income/ (expense)					
	(i) Items that will not be reclassified to profit or loss					
	<ul> <li>Remeasurements of the defined benefit plans</li> </ul>	(45)	5	28	45	1
	(ii) Income tax relating to items that will not be reclassified to profit or loss	15	(3)		(16)	-
9.	Total other comprehensive income/ (expense) (8(i)+8(ii))	(30)	2	28	29	1
10.	Total Comprehensive Income/ (Expense) for the period (7+9)	38	285	(254)	590	(667)
11.	Paid up equity share capital (Face Value per Share Rs 10/-)	11,140	11,140	11,140	11,140	11,140
12.	Other Equity (excluding Revaluation Reserve)	-		-	7,627	7,037
13.	Earnings / (Loss) per Equity Share on Profit / (Loss) after tax (of Rs.10 each) (not annualised)	l				802,000
	Basic- In Rs	0.06	0.25	(0.25)	0.50	(0.60
	Diluted- In Rs	0.06	0.25	(0.25)	0.50	(0.60)

Xchanging Solutions Limited			(Rs in lakhs)
Standalone Statement of Assets and L	iabilities	As at	As at
Particulars	1	31/03/2018	31/03/2017
		(Audited)	(Audited)
ASSETS			
Non-current assets		1	
Property, plant and equipment		34	191
Other intangible assets	1	4	13
Financial assets			
Investments	3	5,186	5,186
Loans	1	1,868	1,868
Other financial assets		37	435
Deferred tax assets (net)		915	962
Other non-current assets		1,516	1,733
	Total non-current assets	9,560	10,388
Current assets			
Financial assets		- 1	
Investments		12,151	10,099
Trade receivables	3	1,203	1,903
Cash and cash equivalents		456	261
Bank balances other than above		124	12
Other financial assets		653	1,044
Other current assets		197	106
	Total current assets	14,784	13,425
		11,101	10,420
	Total assets	24,344	23,813
EQUITY AND LIABILITIES		ı	
Equity	8	- 1	
Equity share capital		11,140	11,140
Other equity		7,627	7,037
	Total equity	18,767	18,177
Liabilities			
Non-current liabilities	1		
Financial liabilities	9		
Borrowings		3	46
Provisions	3	340	317
Other non-current liabilities		1	77
	Total non-current liabilities	344	440
Current liabilities			
Financial liabilities	I		
Trade payables	1	1,428	1,603
Other financial liabilities		9	38
Provisions	1	86	99
Current tax liabilities (net)	1	3,431	2,883
Other current liabilities	1	279	573
	Total current liabilities	5,233	5,196
HASKING			
THAT THE STATE OF	Total equity and liabilities	24,344	23,813



Statem	ent of Consolidated Unaudited/ Audited Financial Results for the Quarter and Year Endec				Versional	Deded anded
SI. No.	Particulars Particulars	Quarter ended 31/03/2018	Preceding quarter ended 31/12/2017	Corresponding quarter ended 31/03/2017	Year ended 31/03/2018 (12 months)	Period ended 31/03/2017 (15 months) (Refer note 8)
	(Refer Notes Below)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	(Audited)
1.	Revenue from operations	4,408	4,603	6,164	18,590	30,727
2.	Other income	483	429	546	1,577	1,390
3.	Total Income (1+2)	4,891	5,032	6,710	20,167	32,117
4.	Expenses	100-100-2	(40-370)	50000000E	100000000000000000000000000000000000000	
	Employee benefits expense	2,491	2,458	3,454	10,485	19,207
	Finance costs	-	1	3	4	15
	Depreciation and amortisation expense	22	25	50	117	305
	Other expenses	1,413	1,622	2,571	5,500	10,606
	Total Expenses	3,926	4,106	6,078	16,106	30,133
5.	Profit before tax (3-4)	965	926	632	4,061	1,984
6.	Tax expense / (benefit)					
	Current tax	350	327	282	877	415
	Current tax- for the earlier years	(27)		-	(27)	-
	Net Current tax	323	327	282	850	415
	Deferred tax	68	(47)	(217)	47	(259)
	Total tax expense / (benefit)	391	280	65	897	156
7.	Profit after tax (5-6)	574	646	567	3,164	1,828
8.	Other comprehensive income/ (expense)					
	(A) (i) Items that will not be reclassified to profit or loss		_		45	
	- Remeasurements of the defined benefit plans	(45)	5	28	45	1
	(ii) Income tax relating to items that will not be reclassified to profit or loss	15	(3)	-	(16)	-
	(B) (i) Items that may be reclassified to profit or loss	369	(4.0)	199	246	(191
	- Exchange differences in translating the financial statements of foreign operations	(115)	(143) 49	(67)	(72)	
١.	(ii) Income tax relating to items that may be reclassified to profit or loss	224	(92)	160	203	(127
9.	Total other comprehensive income/ (expense) (8(i)+8(ii)+8(ii)+8(iv))	798	554	727	3,367	1,701
10.	Total Comprehensive Income for the period (7+9)					
11.	Paid up equity share capital (Face Value per Share Rs 10/-)	11,140	11,140	11,140	11,140	11,140 23,851
12.	Other Equity (excluding Revaluation Reserve)				27,218	23,031
13.	Earnings per Equity Share on Profit after tax (of Rs.10 each) (not annualised)	0.54	0.50	0.54	2.84	1.64
	Basic- In Rs	0.51	0.58	0.51		1.64
	Diluted- In Rs	0.51	0.58	0.51	2.84	1.0

Xchanging Solutions Limited		(Rs in lakhs
Consolidated Statement of Assets and Liabilities	As at	As at
Particulars	31/03/2018	31/03/2017
	(Audited)	(Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	45	215
Other intangible assets	4	15
Goodwill on consolidation	15,841	15,841
Financial assets		
Loans	1,868	1,868
Other financial assets	75	819
Deferred tax assets (net)	906	1,025
Other non-current assets	1,517	1,73
Total non-current assets	20.256	21,516
Current assets		
Financial assets	1 1	
Investments	12,151	10,099
Trade receivables	3,130	4,64
Cash and cash equivalents	7,352	5,22
Bank balances other than above	124	1:
Other financial assets	3.573	3,56
Other current assets	211	11
Total current assets		23,65
Total current assets	20,341	23,030
Total asset:	s 46,797	45,174
EQUITY AND LIABILITIES	1 1	
Equity	1 1	
Equity share capital	11,140	11,14
Other equity	27,218	23,85
Total equity		34,99
Liabilities	30,330	34,33
	1 1	
Non-current liabilities	1 1	
Financial liabilities	3	4
Borrowings	340	31
Provisions	340	7
Other non-current liabilities		44
Total non-current liabilities	s 344	44
Current liabilities		
Financial liabilities		
Trade payables	3,490	5,48
Other financial liabilities	9	3
Provisions	86	10
Current tax liabilities (net)	3,681	2,91
Other current liabilities	829	1,20
Total current liabilities	s 8,095	9,74
Total equity and liabilities	s 46,797	45,17
i otal equity and liabilities	40,/3/	40,17







- 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, 1. and approved by the Board of Directors at its meeting held on May 24, 2018.
- On August 1, 2002, the Company issued 1,500,000, 11% debentures of face value of Rs. 100 each. The debentures were repayable at par at the end of five years from the date of issuance. Based on the orders of the Debt Recovery Tribunal, the Company had issued duplicate debenture certificates for 625,000 debentures in favour of a Bank and these debentures were redeemed in June 2007. Post redemption of these debentures, a civil suit was filed against the Company by Third Party claiming rights over the said 625,000 debentures. On the basis of an interim application filed by the Third Party, the Hon'ble High Court passed an Interim Order restraining the Company from reflecting the redemption of debentures and directing the Company to continue to show it as due and payable. The Hon'ble Madras High Court vide order dated September 28, 2016 dismissed the suit filed by the said Third Party and also set aside the interim order. The Third Party filed a special leave petition before the Supreme Court challenging the said order of the Hon'ble Madras High Court. On March 26, 2018 the Hon'ble Supreme Court dismissed the special leave petition filed by the Third Party.
- The Company has adopted the Indian Accounting Standard (Ind AS) from April 1, 2017 with transition date of January 1, 2016 and accordingly these financial results have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards as prescribed under Section 133 of the Companies Act 2013 read with 3. relevant rules issued thereunder and other accounting principles generally accepted in India, as applicable.
- Based on the 'management approach' as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance based on an analysis of various performance indicators by business segments and geographic segments. The Company has only one primary segment viz., Information Technology (IT) services and accordingly the above results relate to this segment.
- Reconciliation of standalone financial results, as previously reported (referred to as previous GAAP) and Ind AS as under: 5.

There are no reconciliation items between standalone balance sheet prepared under Indian GAAP and those prepared under Ind AS.

(Rs in lakhs)

Particulars	Notes	Notes Quarter ended 31/03/2017		
		100000000000000000000000000000000000000	(15 months)	
Profit after tax as reported in previous year as per Indian GAAP		(254)	(667)	
Actuarial loss on defined benefit plan transferred to other comprehensive income/ (expense)	(A)	(28)	(1)	
Profit after tax as reported as per Ind AS		(282)	(668)	
Other comprehensive income (net of tax)		28	1	
Total Comprehensive Income as per ind AS		(254)	(667)	

(A) The actuarial gains and losses, under Ind As form part of remeasurement of the net defined benefit liability and is recognised in other comprehensive income, as against recognition in profit or loss under previous GAAP

Reconciliation of consolidated equity, as previously reported (referred to as previous GAAP) and Ind AS as under:

(Rs in lakhs)

Particulars	As at March 31, 2017
Total equity (Shareholder's funds) under previous GAAP	34,928
Recognition of deferred taxes using the balance sheet approach under Ind AS.	63
Total adjustment to equity	63
Total equity under Ind As	34,991

Comprising:

- Paid up equity share capital

11,140

23,851

Reconciliation of consolidated financial results, as previously reported (referred to as previous GAAP) and Ind AS as under:

(Rs in lakhs)

Particulars	Notes	Quarter ended 31/03/2017	Period ended 31/03/2017 (15 months)
Profit after tax as reported in previous year as per Indian GAAP		579	1,760
Actuarial loss on defined benefit plan transferred to other comprehensive income/ (expense)	(A)	(28)	(1)
Exchange differences on integral operation transferred to other comprehensive income/ (expense)	(B)	16	69
Profit after tax as reported as per Ind AS		567	1,828
Other comprehensive income (net of tax)			
- Remeasurements of the defined benefit plans		28	1
- Exchange differences in translating the financial statements of foreign operations		132	(128)
Total Comprehensive Income as per Ind AS		727	1,701

(A) The actuarial gains and losses, under Ind As form part of remeasurement of the net defined benefit liability and is recognised in other comprehensive income, as against recognition in profit or loss under previous GAAP

- (B) Under previous GAAP, exchange difference on integral operations were recognised in the statement of profit and loss. Under Ind AS, there is no such exception for integral operation and all the exchange difference in translating the financial statements of foreign operations are to be recognised in other comprehensive income instead of the statement of profit and loss and accumulated in equity.
- The figures for the current quarter and the quarter ended March 31, 2017 are the balancing figures between audited figures of the full financial year ended March 31, 2018 and period 7. ended March 31, 2017, respectively and published year to date figures upto the third quarter ended December 31, 2017 and forth quarter ended December 31, 2016, respectively
- In the previous period, to align with the provisions of Section 2(41) of the Companies Act, 2013 the Company had prepared its Financial Statements for a period of 15 months commencing 8 from January 1, 2016. Therefore, the comparative figures presented in the Statement for year to date period are not entirely comparable.
- The Open Offer is a mandatory open offer being made by Xchanging Technology Services India Private Limited ("Acquirer") together with Computer Sciences Corporation India Private Limited ("PAC 1") and DXC Technology Company ("PAC 2") (PAC 1 and PAC 2 are collectively referred to as "PAC") to the public shareholders of Xchanging Solutions Limited ("Target Limited (\*PAC 1\*) and DXC (ecnnology Company (\*PAC 2\*) (PAC 1 and PAC 2 are collectively referred to as \*PAC 1 to the public shareholders of xchanging solutions Limited (\*PAC 1\*) and DXC (ecnnology Company) to acquire up to 2,36,49,767 equity shares of face value Rs. 10/- each, constituting 21.23% of the total voting share capital of the Target Company pursuant to Regulations 3(1), 4 and 5(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Open offer"). The Open offer is being made on account of the Merger Agreement dated May 24, 2016 (which was further amended on November 2, 2016 and December 6, 2016) entered into inter alia between Hewlett Packard Enterprise Company, Computer Sciences Corporation and PAC 2. The transactions contemplated under the Merger Agreement were completed on April 1, 2017. The Acquirer and PAC had made the Public Announcement on November 17, 2017, Detailed Public Statement ("DPS") published on November 24, 2017 and the draft letter of offer with respect to the Offer ("DLoF") was filed with SEBI on November 30, 2017. SEBI has issued observation letter bearing reference no. SEBI/HO/CFD/DCR1/OW/P/2018/13149/1 on May 2, 2018. The revised schedule of activities relating to the Offer made in the DLoF, is issued in all the newspapers in which the DPS was published in terms of the SEBI Letter.

10. Figures for the previous periods have been regrouped and reclassified, wherever necessary.

By Order of the Board of Directors

Shrenik Kumar Champalal

Whole Time Director & Chief Executive Officer (Interim)

Solutio Bangalore



Bangalore 24/05/2018 STIE HASKINS & SE CHENNAI-17

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

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

Tel: +91 (044) 6688 5000 Fax: +91 (044) 6688 5050

- We have audited the accompanying Statement of Standalone Financial Results of XCHANGING SOLUTIONS LIMITED ("the Company"), for the year ended March 31, 2018 ("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 year ended March 31, 2018.

5. The Statement includes the results for the Quarter ended March 31, 2018 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)

> > Sha Balaruh

Bhavani Balasubramanian Partner (Membership No. 22156)

Bangalore, May 24, 2018



**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

- 1. 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, 2018 ("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,
- 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 other financial information of subsidiaries referred to in paragraph 5 below, the Statement:
  - a. includes the results of the following entities:

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- 1. Xchanging Solutions (USA) Inc, USA ('XSUI, USA')
- 2. Xchanging Solutions (Singapore) Pte Limited, Singapore ('XSSPL, Singapore') 3. Xchanging Solutions (Europe) Limited, UK ('XSEL, UK')
- 4. Xchanging Solutions (Malaysia) Sdn Bhd, Malaysia ('XSMSB, Malaysia') Nexplicit Infotech India Private Limited, India ('NIIPL, India')

- 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 net profit, Total comprehensive income and other financial information of the Group for the year ended March 31, 2018.
- 5. The consolidated financial results includes the unaudited financial information of three subsidiaries, whose financial information reflect total assets of Rs. 572 lakhs as at March 31, 2018, total revenue of Rs. NIL, total net loss after tax of Rs. 3 lakhs and Total Comprehensive loss of Rs. 3 lakhs for the year ended March 31, 2018, 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 Balogue

Bhavani Balasubramanian Partner (Membership No. 22156)

Bangalore, May 24, 2018





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

I, Suresh Akella Chief Financial Officer, 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 Financial year ended March 31, 2018.

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)80.30540000 F +91.(0)80.41157394 www.dxc.technology Suresh Akella Chief Financial Officer

Place: Bangalore Date: 24 May 2018

