



XSL/SE/2020-21/06

May 22, 2020

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

Dear Sir/Madam

Sub: Outcome of the Board Meeting

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

**Xchanging Solutions Limited, a DXC
Technology Company**

CIN: L72200KA2002PLC030072

Registered Office: Kalyani Tech Park - Survey
no 1, 6 & 24, Kundanhalli Village, K R Puram
Hobli, Bangalore – 560066, Karnataka, India
T +91.(0) 80.43640000

www.dxc.technology

This is to inform you that the Board of Directors of the Company at their meeting held today, May 22, 2020, have considered and approved, *inter-alia*, the following:

1. Audited Standalone & Consolidated financial results of the Company for financial year ended March 31, 2020
2. Standalone & Consolidated financial results of the Company for the quarter ended March 31, 2020. The figures for the current quarter and the quarter ended March 31, 2019 are the balancing figures between audited figures of the full financial year ended March 31, 2020 and March 31, 2019, respectively and published year to date figures upto the third quarter ended December 31, 2019 and December 31, 2018, respectively.

Pursuant to Regulation 33(3)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copies of the Standalone and Consolidated Financial Results for the 4th quarter and audited Standalone and Consolidated Financial Results for the financial year ended March 31, 2020 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.

3. Audited Standalone & Consolidated Financial Statements for the financial year ended March 31, 2020 and noted Auditors' Reports with unmodified opinion thereon;

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. Mr. Henry D'Souza has stepped down from the position of the Chairperson of the Audit Committee due to his pre-occupancy and inability to devote sufficient time and efforts towards Chairmanship of Audit Committee. He will continue as an Independent Director of the Company and Chairman of other Board's Committees as held and Member of Audit Committee. There is no material reason for his resignation from the position of Chairperson of the Audit Committee.
5. Mrs. Rama NS, Independent Director is appointed as the Chairperson of the Audit Committee with immediate effect.
6. The meeting of the Board commenced at 12:00 Noon and concluded at 03.45 P.M.

Moreover, pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 including amendments thereof, Trading Window of Xchanging Solutions Limited will be opened from May 25, 2020.

You are requested to take the above information on record.

Thanking you,

Yours sincerely,
For Xchanging Solutions Limited

Aruna Mohandoss
Company Secretary & Compliance Officer
Membership No. A24023

Address: Kalyani Tech Park - Survey N0 1, 6 & 24, Kundanhalli Village,
K R Puram Hobli, Bangalore - 560066, Karnataka, India



INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL STANDALONE FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS

**TO THE BOARD OF DIRECTORS OF
XCHANGING SOLUTIONS LIMITED**

Opinion and Conclusion

We have (a) audited the Standalone Financial Results for the year ended March 31, 2020 and (b) reviewed the Standalone Financial Results for the quarter ended March 31, 2020 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying "Statement of Standalone Financial Results for the Quarter and Year Ended March 31, 2020" of **XCHANGING SOLUTIONS LIMITED** ("the Company"), ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

(a) Opinion on Annual Financial Results

In our opinion and to the best of our information and according to the explanations given to us, the Standalone Financial Results for the year ended March 31, 2020:

- i. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the 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 then ended.

(b) Conclusion on Unaudited Standalone Financial Results for the quarter ended March 31, 2020

With respect to the Standalone Financial Results for the quarter ended March 31, 2020, based on our review conducted as stated in paragraph (b) of Auditor's Responsibilities section below, nothing has come to our attention that causes us to believe that the Standalone Financial Results for the quarter ended March 31, 2020, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Basis for Opinion on the Audited Standalone Financial Results for the year ended March 31, 2020

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("the ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Results for the year ended March 31, 2020 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other



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ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

We draw attention to Note 4 of the standalone financial results which describes the management's assessment of the impact of the outbreak of Covid-19 on revenue, trade receivables including unbilled receivables and investments. The management believes that no adjustments are required in the financial statements as there is no impact in the current financial year. However, in view of highly uncertain economic environment and its likely effect on future service revenues due to Covid-19, a definitive assessment of the impact on the subsequent periods is dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

Management's Responsibilities for the Statement

This Statement which includes the Standalone Financial Results is the responsibility of the Company's Board of Directors and has been approved by them for the issuance. The Standalone Financial Results for the year ended March 31, 2020 has been compiled from the related audited standalone financial statements. This responsibility includes the preparation and presentation of the Standalone Financial Results for the quarter and year ended March 31, 2020 that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Results, the Board of Directors are responsible for assessing the Company's ability, to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities

(a) Audit of the Standalone Financial Results for the year ended March 31, 2020

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Results for the year ended March 31, 2020 as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Standalone Financial Results.



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As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Annual Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Annual Standalone Financial Results, including the disclosures, and whether the Annual Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Annual Standalone Financial Results of the Company to express an opinion on the Annual Standalone Financial Results.

Materiality is the magnitude of misstatements in the Annual Standalone Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Standalone Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Annual Standalone Financial Results.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



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(b) Review of the Standalone Financial Results for the quarter ended March 31, 2020

We conducted our review of the Standalone Financial Results for the quarter ended March 31, 2020 in accordance with the Standard on Review Engagements ("SRE") 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Other Matters

- As stated in Note 3 of the Statement, the figures for the corresponding quarter ended March 31, 2019 are the balancing figures between the annual audited figures for the year then ended and the year to date figures for the 9 months period ended December 31, 2018. Our report on the Statement is not modified in respect of this matter.
- The Statement includes the results for the Quarter ended March 31, 2020 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. Our report on the Statement is not modified in respect of this matter.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Bhavani Balasubramanian

Bhavani Balasubramanian
(Partner)
(Membership No. 22156)
(UDIN: 20022156AAAAAK2189)

Place: Chennai
Date: 22 May 2020





| (Rs in lakhs except for per share data) | | | | | | |
|---|--|--------------------------|--------------------------|--|-----------------------|-----------------------|
| Statement of Standalone Financial Results for the Quarter and Year ended 31/03/2020 | | | | | | |
| Sl. No. | Particulars | Quarter ended 31/03/2020 | Quarter ended 31/12/2019 | Corresponding quarter ended 31/03/2019 | Year ended 31/03/2020 | Year ended 31/03/2019 |
| | | (Refer note 3) | (Unaudited) | (Refer note 3) | (Audited) | (Audited) |
| 1. | Revenue from operations | 1,018 | 1,080 | 1,260 | 4,270 | 5,203 |
| 2. | Other income | 270 | 250 | 174 | 1,568 | 1,202 |
| 3. | Total Income (1+2) | 1,288 | 1,330 | 1,434 | 5,838 | 6,405 |
| 4. | Expenses | | | | | |
| | Employee benefits expense | 506 | 508 | 592 | 2,090 | 2,584 |
| | Finance costs | 2 | 4 | - | 11 | 1 |
| | Depreciation and amortisation expense | 25 | 23 | 10 | 77 | 37 |
| | Other expenses | 242 | 289 | 222 | 1,027 | 1,352 |
| | Total expenses (4) | 775 | 824 | 824 | 3,205 | 3,974 |
| 5. | Profit before tax (3-4) | 513 | 506 | 610 | 2,633 | 2,431 |
| 6. | Tax expense / (benefit) | | | | | |
| | Current tax | 181 | 123 | 225 | 802 | 737 |
| | Current tax- for the earlier year | - | 8 | - | (579) | 15 |
| | Deferred tax | (7) | 108 | (30) | 141 | 32 |
| | Total tax expense (6) | 174 | 239 | 195 | 364 | 784 |
| 7. | Profit for the period (5-6) | 339 | 267 | 415 | 2,269 | 1,647 |
| 8. | Other comprehensive income/ (expense) | | | | | |
| | (i) Items that will not be reclassified to profit or loss | | | | | |
| | - Remeasurements gains/ (losses) on defined benefit plans | (19) | 20 | 12 | 4 | 35 |
| | (ii) Income tax relating to items that will not be reclassified to profit or loss | 5 | (5) | (3) | (1) | (10) |
| 9. | Total other comprehensive income/ (expense) (8(i)+8(ii)) | (14) | 15 | 9 | 3 | 25 |
| 10. | Total Comprehensive Income for the period (7+9) | 325 | 282 | 424 | 2,272 | 1,672 |
| 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) | - | - | - | 11,571 | 9,299 |
| 13. | Earnings per Equity Share (Face value of Rs.10 each) (not annualised for the quarters) | | | | | |
| | Basic- In Rs. | 0.30 | 0.24 | 0.37 | 2.04 | 1.48 |
| | Diluted- In Rs. | 0.30 | 0.24 | 0.37 | 2.04 | 1.48 |

| Standalone Statement of Assets and Liabilities | | |
|--|------------------|------------------|
| Particulars | (Rs in lakhs) | |
| | As at 31/03/2020 | As at 31/03/2019 |
| | (Audited) | (Audited) |
| ASSETS | | |
| Non-current assets | | |
| Property, plant and equipment | 46 | 24 |
| Right of use assets | 176 | - |
| Other intangible assets | 3 | 5 |
| Financial assets | | |
| Investments | 5,186 | 5,186 |
| Loans | 218 | 1,618 |
| Deferred tax assets (net) | 731 | 873 |
| Other non-current assets | 1,730 | 1,658 |
| Total non-current assets | 8,090 | 9,364 |
| Current assets | | |
| Financial assets | | |
| Trade receivables | 815 | 890 |
| Cash and cash equivalents | 16,515 | 14,297 |
| Bank balances other than above | 17 | 135 |
| Loans | 1,400 | 250 |
| Other financial assets | 380 | 424 |
| Other current assets | 162 | 255 |
| Total current assets | 19,289 | 16,251 |
| Total assets | 27,379 | 25,615 |
| EQUITY AND LIABILITIES | | |
| Equity | | |
| Equity share capital | 11,140 | 11,140 |
| Other equity | 11,571 | 9,299 |
| Total equity | 22,711 | 20,439 |
| Liabilities | | |
| Non-current liabilities | | |
| Financial liabilities | | |
| Lease liabilities | 118 | - |
| Provisions | 333 | 303 |
| Total non-current liabilities | 451 | 303 |
| Current liabilities | | |
| Financial liabilities | | |
| Lease liabilities | 66 | - |
| Trade payables | | |
| Total outstanding dues of micro enterprises and small enterprises | - | 1 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 604 | 832 |
| Other financial liabilities | 31 | 10 |
| Provisions | 90 | 77 |
| Current tax liabilities (net) | 3,267 | 3,647 |
| Other current liabilities | 159 | 306 |
| Total current liabilities | 4,217 | 4,873 |
| Total liabilities | 4,668 | 5,176 |
| Total equity and liabilities | 27,379 | 25,615 |



| Particulars | [Rs In lakhs] | |
|---|-------------------------------|-------------------------------|
| | For the year ended 31/03/2020 | For the year ended 31/03/2019 |
| | (Audited) | (Audited) |
| Standalone Statement of Cash Flows | | |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit before tax | 2,633 | 2,431 |
| Adjustments for: | | |
| Depreciation and amortisation expense | 77 | 37 |
| Profit on sale of property, plant and equipment | (2) | (8) |
| Foreign exchange loss - unrealised | 27 | (56) |
| Interest income | (1,031) | (292) |
| Dividend income | (395) | (542) |
| Provision for doubtful advances | 13 | 78 |
| Provision for doubtful debts | - | 48 |
| Liabilities no longer required written back | - | (28) |
| Other provisions no longer required written back | (115) | (284) |
| Interest expense | 11 | 1 |
| Other non cash adjustments | 3 | 25 |
| Operating profit before working capital changes | 1,221 | 1,410 |
| Changes in working capital: | | |
| Adjustments for (increase) / decrease in operating assets: | | |
| Trade receivables | 56 | 304 |
| Other current assets | 93 | (58) |
| Loans & other financial assets and other assets | (29) | 21 |
| Adjustments for increase / (decrease) in operating liabilities: | | |
| Trade payables | (237) | (578) |
| Other financial liabilities and other liabilities | (14) | 338 |
| Provisions | 43 | (46) |
| Cash generated from operations | 1,133 | 1,391 |
| Taxes paid (net of refunds) | (602) | (525) |
| Net cash generated from operating activities (A) | 531 | 865 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of property, plant and equipment | (38) | (22) |
| Proceeds from sale of property, plant and equipment | 2 | 6 |
| Dividend income | 395 | 542 |
| Proceeds from loans | 250 | - |
| Deposits with banks with maturity period more than 3 months but less than 12 months | 118 | 7 |
| Deposits with banks with maturity period more than 12 months | - | 16 |
| Interest received | 1,019 | 283 |
| Net cash generated from investing activities (B) | 1,746 | 834 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Repayment from non-current borrowings | (3) | (8) |
| Payment of lease liabilities | (45) | - |
| Interest paid | (11) | (1) |
| Net cash used in financing activities (C) | (59) | (9) |
| Net increase in cash and cash equivalents (A + B + C) | 2,218 | 1,690 |
| Cash and cash equivalents at the beginning of the year | 14,297 | 12,607 |
| Cash and cash equivalents at the end of the year | 16,515 | 14,297 |
| Cash on hand | - | - |
| Balances with banks: | | |
| In current accounts | 468 | 337 |
| Funds in transit | 133 | - |
| Demand deposits (less than 3 months maturity) | 15,930 | 13,941 |
| Effect of exchange differences on balances with banks in foreign currency | (16) | 19 |
| Net cash and cash equivalents | 16,515 | 14,297 |
| Cash and cash equivalents | 16,515 | 14,297 |

Notes:

- The above financial results of Xchanging Solutions Limited (the Company) 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 22, 2020.
- 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.
- The figures for the current quarter and the quarter ended March 31, 2019 are the balancing figures between audited figures of the full financial year ended March 31, 2020 and March 31, 2019, respectively and published year to date figures upto the third quarter ended December 31, 2019 and December 31, 2018, respectively.
- The Company has considered internal sources of information up to the date of approval of the financial statements in determining the impact on various elements of its financial statements. The Company has used the principles of prudence in applying judgments, estimates and assumptions and based on the current estimates, the Company expects to fully recover the carrying amount of trade receivables including unbilled receivables and investments. The Company has evaluated the impact of COVID-19 resulting from (i) the possibility of constraints to render services (ii) onerous obligations (iii) penalties relating to breaches of service level agreements and (iv) termination or deferral of contracts by customers. The Company has concluded that the impact of COVID-19 is not material based on such evaluation. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements. The Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.
- Figures for the previous periods have been regrouped and reclassified, wherever necessary.

Place: Hyderabad
Date: May 22, 2020



By Order of the Board of Directors

(Signature)

Chandrasekhara Rao Boddou
Managing Director and Chief Executive Officer
DIN: 08185777



INDEPENDENT AUDITOR'S REPORT ON AUDIT OF ANNUAL CONSOLIDATED FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF XCHANGING SOLUTIONS LIMITED

Opinion and Conclusion

We have (a) audited the Consolidated Financial Results for the year ended March 31, 2020 and (b) reviewed the Consolidated Financial Results for the quarter ended March 31, 2020 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying "Statement of Consolidated Financial Results for the Quarter and Year Ended March 31, 2020" of **XCHANGING SOLUTIONS LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter and year ended March 31, 2020, ("the Statement") being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").

(a) Opinion on Annual Consolidated Financial Results

In our opinion and to the best of our information and according to the explanations given to us, the Consolidated Financial Results for the year ended March 31, 2020:

- i. includes the results of the following entities:
 - a. Xchanging Solutions (Singapore) Pte Ltd ("XSSPL") – Wholly Owned Subsidiary of Parent Company;
 - b. Xchanging Solutions USA Inc ("XSUI") – Wholly Owned Subsidiary of Parent Company;
 - c. Xchanging Solutions (Europe) Limited ("XSEL") – Wholly Owned Subsidiary of Parent Company;
 - d. Xchanging Solutions (Malaysia) Sdn Bhd - Wholly owned Subsidiary of XSSPL; and
 - e. NexPLICIT Infotech India Private Limited – Wholly owned Subsidiary of XSUI.
- i. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit and consolidated total comprehensive income and other financial information of the Group for the year ended March 31, 2020.

(b) Conclusion on Unaudited Consolidated Financial Results for the quarter ended March 31, 2020

With respect to the Consolidated Financial Results for the quarter ended March 31, 2020, based on our review conducted and procedures performed as stated in paragraph (b) of Auditor's Responsibilities section below, nothing has come to our attention that causes us to believe that the Consolidated Financial Results for the quarter ended March 31, 2020, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.



Deloitte Haskins & Sells LLP

Basis for Opinion on the Audited Consolidated Financial Results for the year ended March 31, 2020

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in paragraph (a) of Auditor's Responsibilities section below. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Consolidated Financial Results for the year ended March 31, 2020 under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

We draw attention to Note 4 of the consolidated financial results which describes the management's assessment of the impact of the outbreak of Covid-19 on revenue, trade receivables including unbilled receivables. The management believes that no adjustments are required in the financial statements as there is no impact in the current financial year. However, in view of highly uncertain economic environment and its likely effect on future service revenues due to Covid-19, a definitive assessment of the impact on the subsequent periods is dependent upon circumstances as they evolve. Our opinion is not modified in respect of this matter.

Management's Responsibilities for the Statement

This Statement, which includes the Consolidated Financial Results is the responsibility of the Parent's Board of Directors and has been approved by them for the issuance. The Consolidated Financial Results for the year ended March 31, 2020, has been compiled from the related audited consolidated financial statements. This responsibility includes the preparation and presentation of the Consolidated Financial Results for the quarter and year ended March 31, 2020 that give a true and fair view of the consolidated net profit and consolidated other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards, prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of this Consolidated Financial Results by the Directors of the Parent, as aforesaid.

In preparing the Consolidated Financial Results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.



Deloitte Haskins & Sells LLP

Auditor's Responsibilities

(a) Audit of the Consolidated Financial Results for the year ended March 31, 2020

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results for the year ended March 31, 2020 as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Consolidated Financial Results.

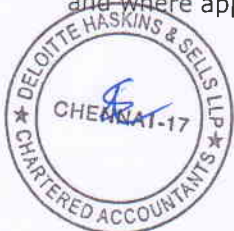
As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Annual Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and joint ventures to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Annual Consolidated Financial Results, including the disclosures, and whether the Annual Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Annual Consolidated Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Consolidated Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Annual Consolidated Financial Results.

We communicate with those charged with governance of the Parent regarding, among other matters, the planned scope and timing of the audit and significant audit findings including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Deloitte Haskins & Sells LLP

(b) Review of the Consolidated Financial Results for the quarter ended March 31, 2020

We conducted our review of the Consolidated Financial Results for the quarter ended March 31, 2020 in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SA specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

The Statement includes the results of the entities as listed under paragraph (a)(i) of Opinion and Conclusion section above.

Other Matters

- As stated in Note 3 of the Statement, the figures for the corresponding quarter ended March 31, 2019 are the balancing figures between the annual audited figures for the year then ended and the year to date figures for the 9 months period ended December 31, 2018. We have not issued a separate limited review report on the results and figures for the quarter ended March 31, 2019. Our report on the Statement is not modified in respect of this matter.
- The Statement includes the results for the Quarter ended March 31, 2020 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. Our report is not modified in respect of this matter.
- The consolidated financial results includes the unaudited financial information of three subsidiaries, whose financial information reflect total assets of Rs. 153 lakhs as at March 31, 2020 and total revenues of Nil for the quarter and year ended March 31, 2020, total net loss after tax and total comprehensive loss of Rs. 3 lakhs and Rs. 402 lakhs for the quarter and year ended March 31, 2020 respectively and net cash flows (net) of Rs. 396 lakhs for the year ended March 31, 2020, as considered in the Statement. These financial information are unaudited and have been furnished to us by the Management and our opinion and conclusion 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 Board of Directors, these financial information are not material to the Group.

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

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Bhavani Balasubramanian

Bhavani Balasubramanian
(Partner)
(Membership No. 22156)
(UDIN: 20022156AAAAAL1869)

Place: Chennai
Date: 22 May 2020





| (Rs in lakhs except for per share data) | | | | | | |
|---|---|--------------------------|--------------------------|--|-----------------------|-----------------------|
| Statement of Consolidated Financial Results for the Quarter and Year ended 31/03/2020 | | | | | | |
| Sl. No. | Particulars | Quarter ended 31/03/2020 | Quarter ended 31/12/2019 | Corresponding quarter ended 31/03/2019 | Year ended 31/03/2020 | Year ended 31/03/2019 |
| | | (Refer note 3) | (Unaudited) | (Refer note 3) | (Audited) | (Audited) |
| 1. | Revenue from operations | 4,554 | 4,591 | 4,855 | 18,226 | 18,410 |
| 2. | Other income | 332 | 256 | 183 | 1,268 | 1,455 |
| 3. | Total Income (1+2) | 4,886 | 4,847 | 5,038 | 19,494 | 19,865 |
| 4. | Expenses | | | | | |
| | Employee benefits expense | 1,742 | 1,846 | 1,946 | 7,634 | 8,825 |
| | Finance costs | 3 | 4 | - | 13 | 1 |
| | Depreciation and amortisation expense | 42 | 39 | 15 | 144 | 47 |
| | Other expenses | 1,235 | 2,056 | 1,280 | 5,774 | 5,312 |
| | Total expenses (4) | 3,022 | 3,945 | 3,241 | 13,565 | 14,185 |
| 5. | Profit before tax (3-4) | 1,864 | 902 | 1,797 | 5,929 | 5,680 |
| 6. | Tax expense / (benefit) | | | | | |
| | Current tax | 295 | 164 | 176 | 1,114 | 962 |
| | Current tax- for the earlier year | (217) | 8 | - | (796) | 15 |
| | Deferred tax | (7) | 108 | (29) | 141 | 32 |
| | Total tax expense (6) | 71 | 280 | 147 | 459 | 1,009 |
| 7. | Profit for the period (5-6) | 1,793 | 622 | 1,650 | 5,470 | 4,671 |
| 8. | Other comprehensive income/ (expense) | | | | | |
| | (A) (i) Items that will not be reclassified to profit or loss | | | | | |
| | - Remeasurements gains/ (losses) on defined benefit plans | (19) | 20 | 12 | 4 | 35 |
| | (A) (ii) Income tax relating to items that will not be reclassified to profit or loss | 5 | (5) | (3) | (1) | (10) |
| | (B) (i) Items that may be reclassified to profit or loss | | | | | |
| | - Exchange differences in translating the financial statements of foreign operations | 735 | 110 | (90) | 1,089 | 378 |
| | (B) (ii) Income tax relating to items that may be reclassified to profit or loss | (185) | (18) | 25 | (274) | (110) |
| 9. | Total other comprehensive income/ (expense) (8(A)(i-ii)+8(B)(i-ii)) | 536 | 107 | (55) | 818 | 293 |
| 10. | Total Comprehensive Income for the period (7+9) | 2,329 | 729 | 1,595 | 6,288 | 4,964 |
| 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) | - | - | - | 38,470 | 32,182 |
| 13. | Earnings per Equity Share (Face value of Rs. 10 each) (not annualised for the quarters) | | | | | |
| | Basic- In Rs. | 1.61 | 0.56 | 1.48 | 4.91 | 4.19 |
| | Diluted- In Rs. | 1.61 | 0.56 | 1.48 | 4.91 | 4.19 |

| Consolidated Statement of Assets and Liabilities | | (Rs in lakhs) | |
|--|------------------|------------------|--|
| Particulars | As at 31/03/2020 | As at 31/03/2019 | |
| | (Audited) | (Audited) | |
| ASSETS | | | |
| Non-current assets: | | | |
| Property, plant and equipment | 48 | 31 | |
| Right of use assets | 221 | - | |
| Other intangible assets | 3 | 5 | |
| Goodwill on consolidation | 15,841 | 15,841 | |
| Financial assets | | | |
| Loans | 218 | 1,618 | |
| Other financial assets | - | 10 | |
| Deferred tax assets (net) | 338 | 754 | |
| Other non-current assets | 1,730 | 1,658 | |
| Total non-current assets | 18,399 | 19,917 | |
| Current assets | | | |
| Financial assets | | | |
| Trade receivables | 2,071 | 2,877 | |
| Cash and cash equivalents | 32,588 | 25,691 | |
| Bank balances other than above | 117 | 247 | |
| Loans | 1,400 | 250 | |
| Other financial assets | 2,548 | 2,093 | |
| Other current assets | 170 | 258 | |
| Total current assets | 38,894 | 31,416 | |
| Total assets | 57,293 | 51,333 | |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 11,140 | 11,140 | |
| Other equity | 38,470 | 32,182 | |
| Total equity | 49,610 | 43,322 | |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Lease liabilities | 118 | - | |
| Provisions | 333 | 303 | |
| Total non-current liabilities | 451 | 303 | |
| Current liabilities | | | |
| Financial liabilities | | | |
| Lease liabilities | 113 | - | |
| Trade payables | - | 1 | |
| Total outstanding dues of micro enterprises and small enterprises | - | 1 | |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 3,199 | 3,130 | |
| Other financial liabilities | 31 | 10 | |
| Provisions | 90 | 77 | |
| Current tax liabilities (net) | 3,487 | 4,001 | |
| Other current liabilities | 312 | 489 | |
| Total current liabilities | 7,232 | 7,708 | |
| Total liabilities | 7,683 | 8,011 | |
| Total equity and liabilities | 57,293 | 51,333 | |



| Particulars | (Rs in lakhs) | |
|---|-------------------------------|-------------------------------|
| | For the year ended 31/03/2020 | For the year ended 31/03/2019 |
| | (Audited) | (Audited) |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit before tax | 5,929 | 5,680 |
| Adjustments for: | | |
| Depreciation and amortisation expense | 144 | 47 |
| Profit on sale of property, plant and equipment | (2) | (8) |
| Foreign exchange loss - unrealised | 74 | (36) |
| Interest income | (1,042) | (298) |
| Dividend income | - | (542) |
| Provision for doubtful advances | 13 | 78 |
| Provision for doubtful debts | - | 7 |
| Liabilities no longer required written back | - | (211) |
| Other provisions no longer required written back | (120) | (315) |
| Bad debts written off | - | 41 |
| Interest expense | 13 | 1 |
| Other non cash adjustments | 3 | 25 |
| Operating profit before working capital changes | 5,012 | 4,469 |
| Changes in working capital: | | |
| Adjustments for (increase) / decrease in operating assets: | | |
| Trade receivables | 889 | 329 |
| Other current assets | 183 | 41 |
| Loans & other financial assets and other assets | (470) | 981 |
| Adjustments for increase / (decrease) in operating liabilities | | |
| Trade payables | (177) | (446) |
| Other financial liabilities and other liabilities | (47) | 144 |
| Provisions | 43 | (46) |
| Cash generated from operations | 5,433 | 5,472 |
| Taxes paid (net of refunds) | (859) | (658) |
| Net cash generated from operating activities (A) | 4,574 | 4,814 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of property, plant and equipment | (40) | (28) |
| Proceeds from sale of property, plant and equipment | 2 | 8 |
| Dividend income | - | 542 |
| Proceeds from loans | 250 | - |
| Deposits with banks with maturity period more than 3 months but less than 12 months | 130 | 256 |
| Deposits with banks with maturity period more than 12 months | - | 16 |
| Interest received | 1,029 | 286 |
| Net cash generated from investing activities (B) | 1,371 | 1,085 |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Repayment from non-current borrowings | (3) | (8) |
| Payment of lease liabilities | (107) | - |
| Interest paid | (13) | (1) |
| Net cash used in financing activities (C) | (123) | (9) |
| Net increase in cash and cash equivalents (A + B + C) | 5,822 | 5,890 |
| Cash and cash equivalents at the beginning of the year | 25,691 | 19,503 |
| Effect of exchange differences on balances with banks in foreign currency | 1,075 | 298 |
| Cash and cash equivalents at the end of the year | 32,588 | 25,691 |
| Cash on hand | - | - |
| Balances with banks | - | - |
| In current accounts | 16,486 | 11,739 |
| Funds in transit | 133 | - |
| Demand deposits (less than 3 months maturity) | 15,930 | 13,941 |
| Effect of exchange differences on balances with banks in foreign currency | 39 | 11 |
| Net cash and cash equivalents | 32,588 | 25,691 |
| Cash and cash equivalents | 32,588 | 25,691 |

Notes:

- The above financial results of Xchanging Solutions Limited (the Company) and its subsidiaries (the Company and its subsidiaries together referred to as "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 22, 2020.
- In accordance with Ind AS 108 – "Segment Reporting" the Group has identified only one primary segment viz., Information Technology (IT) services and accordingly the above results relate to this segment.
- The figures for the current quarter and the quarter ended March 31, 2019 are the balancing figures between audited figures of the full financial year ended March 31, 2020 and March 31, 2019, respectively and published year to date figures upto the third quarter ended December 31, 2019 and December 31, 2018, respectively.
- The Group has considered internal sources of information up to the date of approval of the financial statements in determining the impact on various elements of its financial statements. The Group has used the principles of prudence in applying judgments, estimates and assumptions and based on the current estimates, the Group expects to fully recover the carrying amount of trade receivables including unbilled receivables. The Group has evaluated the impact of COVID-19 resulting from (i) the possibility of constraints to render services (ii) onerous obligations (iii) penalties relating to breaches of service level agreements and (iv) termination or deferral of contracts by customers. The Group has concluded that the impact of COVID-19 is not material based on such evaluation. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements. The Group will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.
- Figures for the previous periods have been regrouped and reclassified, wherever necessary



By Order of the Board of Directors

Chandrasekhara Rao Boddaju

Chandrasekhara Rao Boddaju
Managing Director and Chief Executive Officer
DIN: 08185777

Place: Hyderabad
Date: May 22, 2020





Declaration pursuant to Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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. 1 17366W/W- 1000180) have issued unmodified opinion on Standalone and Consolidated Annual Financial Results of the Company for the Financial year ended March 31, 2020.

**Xchanging Solutions Limited, a DXC
Technology Company**

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Hobli, Bangalore – 560066, Karnataka, India
T +91.(0) 80.43640000
www.dxc.technology

Shrenik Kumar Champalal
Chief Financial Officer

Place: Bangalore

Date: May 22, 2020