

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 400 051
Script Code: XCHANGING

Sub: Submission of Annual Report for the Financial Year 2024-25 including Notice of the 24th Annual General Meeting

Dear Sir/Madam,

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

CIN: L72200KA2002PLC030072
Registered Office: HP Avenue, 39/40,
Electronic City, Hosur Main Road, Bengaluru
560 100, Karnataka, India
T +91 80 6972 9602
www.dxc.com
URL: <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>
Email: xchangingcompliance@dxc.com

Pursuant to Regulations 30, 34 and 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”), please find enclosed the Annual Report of Xchanging Solutions Limited (“**the Company**”) for the Financial Year 2024-25 and the Notice of the 24th Annual General Meeting (“**AGM**”) of the Company to be held on Tuesday, August 12, 2025 at 10:00 A.M. (IST) through Video Conferencing / Other Audio Visual Means Facility (“**VC/OAVM**”).

In compliance with the Ministry of Corporate Affairs ("MCA") circulars and the Securities and Exchange Board of India ("SEBI") circulars, the Annual Report along with Notice of the AGM of the Company for the Financial Year 2024-25 are being sent to the Shareholders through electronic mode.

The Annual Report along with the Notice of AGM will be made available on the Company’s website at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.

In compliance with the applicable laws, the Company is providing the facility of remote e-voting and e-voting at the AGM to its members in respect of all the resolutions set forth in the Notice. The cut-off date for the purpose of reckoning the voting rights of members for this AGM is Tuesday, August 05, 2025 (‘Cut-off date’). Accordingly, all eligible members as on Cut-off date shall be entitled for e-voting. The remote e-voting shall commence from 9.00 A.M. (IST) on Saturday, August 09, 2025 and shall remain open till 5:00 P.M. (IST) on Monday, August 11, 2025.

You are requested to take the above information on record.

Thanking You,
Yours sincerely,
For **Xchanging Solutions Limited**

RADHIKA
KHURANA
Digitally signed
by RADHIKA
KHURANA
Date: 2025.07.18
16:26:40 +05'30'

Radhika Khurana
Company Secretary & Compliance Officer
Membership No. A32557

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BOARD OF DIRECTORS

Swaminathan Swaminathan	- Managing Director and Chief Executive Officer
Shrenik Kumar Champalal	- Whole Time Director and Chief Financial Officer
Kartik Ganapathy Iyer	- Non-Executive Director
Pankaj Vaish	- Independent Director
Nonavinakeri Srinivasaiyengar Rama ("Rama NS")	- Independent Director
Henry D'Souza	- Independent Director
Janaki Ashwin Patwardhan	- Additional Director (w.e.f. May 21, 2025)

COMPANY SECRETARY & COMPLIANCE OFFICER

Radhika Khurana
E-mail: xchangingcompliance@dxc.com

STATUTORY AUDITORS

Deloitte Haskins & Sells LLP
Prestige Trade Tower, Level 19, 46, Palace Road,
High Grounds, Bengaluru – 560001, Karnataka, India

REGISTERED OFFICE

HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru 560 100,
Karnataka, India
Phone : +91 80 69729602
Email : xchangingcompliance@dxc.com
Website: <https://www.dxc.com>
URL: <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>
CIN : L72200KA2002PLC030072

REGISTRAR AND TRANSFER AGENT

KFin Technologies Limited
Selenium, Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad – 500 032, Telangana
Phone : +91 40 67162222
Toll free number: 1-800-309-4001
Email : einward.ris@kfintech.com
Website : <https://www.kfintech.com>

LIST OF ALL ANNEXURES

A. BOARD'S REPORT

- Annexure – I** Particulars of contracts/arrangements with related parties (Form AOC-2)
- Annexure – II** Secretarial Audit Report (Form MR – 3)
- Annexure – III** Remuneration to Directors / KMP / Employees
- Annexure – IV** Certificate of Non-disqualification of Directors
- Annexure – V** Annual Report on CSR activities of the Company
- Annexure – VI** Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earning and Outgo

B. CORPORATE GOVERNANCE REPORT

- Annexure – A** Compliance Certificate
- Annexure – B** Certificate on Corporate Governance Report

BOARD'S REPORT

Dear Shareholders,

The Board of Directors ("Board") is pleased to present the Twenty Fourth Annual Report and the Audited Financial Statements of the Xchanging Solutions Limited ("the Company") for the financial year ended March 31, 2025.

A. FINANCIAL RESULTS

The highlights of standalone and consolidated financial results of the Company for the financial year ended March 31, 2025 and March 31, 2024 are as under:

(Rs. in Lakhs)

PARTICULARS	STANDALONE		CONSOLIDATED	
	For the Financial year ended March 31, 2025	For the Financial year ended March 31, 2024	For the Financial year ended March 31, 2025	For the Financial year ended March 31, 2024
Total Income	5,498	12,560	20,191	19,625
Total Expenditure	3,139	2,825	13,850	13,007
Profit before Finance Costs, Depreciation, Tax and exceptional item	2392	9,799	7,006	6,859
Depreciation & Amortization	29	54	29	54
Finance Costs	4	10	636	187
Profit before Tax and exceptional item	2,359	9,735	6,341	6,618
Exceptional item -Gain	-	30,935	-	-
Profit before Tax	2,359	40,700	6,341	6,618
Income Tax (including deferred tax)	400	4,050	1,383	5,248
Net Profit / (Loss) after Tax	1,959	36,650	4,958	1,370
Other Comprehensive Income/(Expenditure)	40	22	-29	-177
Total Comprehensive Income/(Expenditure)	1,999	36,672	4929	1,193
Earnings / (Loss) per share	1.76	32.90	4.45	1.23

B. REVIEW OF OPERATIONS

During the financial year ended March 31, 2025, the consolidated income of the Company was Rs 20,191 Lakhs as against Rs 19,625 Lakhs during the previous year ended March 31, 2024. At a standalone level, the total income of the Company for the financial year ended March 31, 2025 amounted to Rs 5,498 Lakhs compared to Rs 12,560 Lakhs during the previous year ended March 31, 2024.

C. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the financial year ended March 31, 2025 as stipulated under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is presented in a separate section and forms an integral part of this Report.

D. DIVIDEND

The Company has adhered with the guidelines specified under the Dividend Distribution Policy formulated and adopted by the Company in terms of the provisions of Regulation 43A of the SEBI Listing Regulations. The Policy is available on the website of the Company at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>. In accordance with the the Dividend Distribution Policy:

- During the financial year under review, the Board of Directors of the Company recommended final dividend of Rs 4 per equity share (including special dividend of Rs 2 per equity share) (face value of Rs 10 each) amounting to Rs 4,456 Lakhs for the financial year ended March 31, 2024 at their meeting held on May 23, 2024. The recommended final dividend (including special dividend) on equity shares was approved at 23rd (Twenty Third) Annual General Meeting ("AGM") held on July 24, 2024. The final dividend (including special dividend) was disbursed on July 30, 2024.
- The Board of Directors of the Company has considered and recommended final dividend of Rs. 2 per equity share (face value of Rs. 10) amounting to Rs. 2,228 Lakhs for the financial year ended March 31, 2025 at their meeting held on May 21, 2025. The dividend, if approved by the members at the forthcoming 24th AGM, will be paid/ dispatched within 30 days from the conclusion of the said AGM to the members whose names appear in the register of members/ beneficial owners as on the record date i.e July 11, 2025. In view of the amendments made under the Income Tax Act, 1961, by the Finance Act, 2020, dividend paid or distributed by the Company shall be taxable in the hands of the members. Accordingly, the dividend shall be paid after deduction of tax at source, as applicable, at prevailing tax rates inclusive of applicable surcharge and cess based on information received by the Registrar & Transfer Agent and the Company from the Depositories.

E. TRANSFER TO RESERVES

During the financial year under review, the Company has not transferred any amount to the General Reserve.

F. HOLDING, SUBSIDIARIES AND ASSOCIATES

Your Company has 2 (two) direct subsidiaries and 1 (one) step down subsidiary as on March 31, 2025. There are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("the Act"). There has been no material change in the nature of the business of the Company and its subsidiaries. The Company have a holding company. No other company has become or ceased to be the Company's subsidiary, joint venture or associate company during FY 2024-25.

Highlights of performance of Subsidiaries Companies

Xchanging Solutions (USA) Inc (XSUS) was incorporated in February 14, 2000 in Delaware, USA and became its subsidiary in July, 2004. XSUS is a 100% subsidiary of Xchanging Solutions Limited. During the financial year ended

March 31, 2025, the total revenue of the Company in Indian currency was Rs. 14434 Lakhs against Rs. 13399 Lakhs during the previous year ended March 31, 2024. Profit after tax of the Company for the current year was Rs. 2667.19 Lakhs against Rs. 2196.01 Lakhs during the previous year ended March 31, 2024.

Xchanging Solutions Singapore Pte. Ltd. (XSSPL) was incorporated on January 04, 1994 in Singapore and became its subsidiary in March 2004. XSSPL is a 100% subsidiary of XSL. During the financial year ended March 31, 2025, the total revenue of the Company in Indian currency was Rs. 1567 Lakhs against Rs. 1874 Lakhs during the previous year ended March 31, 2024. Profit after tax of the Company for the current year was Rs. 356.51 Lakhs against Rs. 410.30 Lakhs during the previous year ended March 31, 2024.

Liquidation status of Subsidiary Companies

Nexplicit Infotech India Private Limited, a step-down subsidiary (Wholly owned subsidiary of Xchanging Solutions (USA), Inc.) is under liquidation.

Except as mentioned above, during the financial year ended March 31, 2025 under review, there have been no material changes in the business of the subsidiaries. In terms of Section 129(3) of the Act, the Company has prepared a statement containing the salient features of the Financial Statement of subsidiaries in the prescribed Form AOC-1 which is attached to the Financial Statements of the Company.

The Financial Statements of Subsidiary Companies are being uploaded on website of the Company at <https://www.dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations> for inspection by the shareholders. Any member desirous of obtaining a copy of the said financial statements may write to the Company. The financial statement including the consolidated financial statement and all other documents required to be attached with this report have been uploaded on to the website of your Company at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>

In terms of the Company's Policy on determining "material subsidiary", for FY 2024-25, Xchanging Solutions (USA), Inc. is determined as a material subsidiary whose turnover exceeds 10% of the consolidated turnover of the Company in the immediately preceding financial year.

G. RELATED PARTY TRANSACTIONS

All Related Party Transactions are placed before the Audit Committee for approval as per the Related Party Transactions Policy of the Company as approved by the Board. The policy is also uploaded on the website of the Company and can be accessed through the link <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>. All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. The disclosure of transactions with the related parties are provided in the notes to the Standalone Financial Statements, forming part of the Annual Report.

As required under the Act, particulars of contracts or arrangements with related parties in the prescribed Form AOC-2, is provided as **Annexure – I** to this Board's Report.

H. AUDITORS

(i) Statutory Auditors and Auditors' Report

The Shareholders of the Company in the 20th AGM of the Company held on September 27, 2021 had re-appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration No. 117366W/W-100018), ("Deloitte") as the Statutory Auditors of the Company to hold office from the conclusion of the 20th AGM till the conclusion of the 25th AGM of the Company.

The Statutory Auditors have carried out audit of financial statements of the Company for the financial year ended March 31, 2025 pursuant to the provisions of the Act. The reports of Statutory Auditors forms part of the Annual Report. The reports are self-explanatory and does not contain any qualifications, reservations or adverse remarks.

(ii) Secretarial Auditor

In terms of Regulation 24A (1b) of Listing Regulations, the Board, based on the recommendations of the Audit Committee, has recommended the appointment of MAKS & CO., Company Secretaries [FRN P2018UP067700] as the Secretarial Auditors of the Company for a first term of 5 (five) consecutive years commencing from April 01, 2025 till March 31, 2030. The appointment is subject to shareholder's approval at the 24th AGM.

Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed MAKS & CO., Company Secretaries [FRN P2018UP067700], to undertake the Secretarial Audit of the Company. Accordingly, in terms of provisions of Section 204(1) of the Act, a Secretarial Audit Report for the financial year ended March 31, 2025 given by the Secretarial Auditor of the Company in prescribed Form MR-3 is provided as **Annexure -II**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Annual Secretarial Compliance Report

A Secretarial Compliance Report for the financial year ended 31st March, 2025 on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, was obtained from MAKS & CO., Company Secretaries, Secretarial Auditors of the Company.

(iii) Internal Auditors

On May 21, 2025, the Board of Directors appointed Ms. Valerie Bosmans, as an Internal Auditor of the Company effective from May 21, 2025.

(iv) Reporting of Frauds by Auditors

During the financial year under review, the Statutory Auditors and the Secretarial Auditor have not reported

any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

I. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES

Details of loans, Guarantees and Investments covered under Section 186 of the Act and Schedule V of the Listing Regulations are provided in the notes to financial statements.

J. PUBLIC DEPOSITS

Your Company has neither invited nor accepted any deposits from public within the meaning of Section 73 of the Act read with Companies (Acceptance of Deposits) Rules 2014 during the period under review.

K. EMPLOYEES

(i) Key Managerial Personnel (KMP)

The following have been designated as the Key Managerial Personnel of the Company as on March 31, 2025 pursuant to Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) Mr. Swaminathan Swaminathan, Managing Director and Chief Executive Officer
- b) Mr. Shrenik Kumar Champalal, Whole Time Director and Chief Financial Officer
- c) Mrs. Radhika Khurana, Company Secretary cum Compliance Officer

During the year under review, the Board at its meeting held on March 03, 2025, appointed Mr. Swaminathan Swaminathan (DIN:10976726) as the Managing Director and Chief Executive Officer of the Company with effect from March 4, 2025 as Mr. Nachiket Vibhakar Sukhtankar has resigned from the post of Managing Director and Chief Executive Officer with effect from March 3, 2025.

During the year under review, the Board at its meeting held on January 31, 2025, appointed Mrs. Radhika Khurana as the Company Secretary and Compliance Officer of the Company with effect from February 1, 2025 as Ms. Ishwarya R. has resigned from the post of Company Secretary and Compliance Officer with effect from January 31, 2025.

During the year under review, the Board at its meeting held on October 30, 2024 appointed Ms. Ishwarya R as the Company Secretary and Compliance Officer of the Company with effect from November 1, 2024 as Mr. Mayank Jain has resigned from the post of Company Secretary and Compliance Officer with effect from October 31, 2024.

(ii) Employees' Stock Option Scheme

During the period under review, no Employees' Stock Option scheme exists in the Company.

(iii) Particulars of Employees and Related Disclosures

In accordance with the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules, are appended to this Report as **Annexure III**.

None of the directors except Mr. Henry D'Souza, received any remuneration or commission from Subsidiary Companies of your Company.

The details of remuneration paid to the Directors including the Managing Director & CEO, Whole time Director & CFO of the Company are given in Corporate Governance Report.

The information required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report. However, pursuant to first proviso to Section 136(1) of the Act, this Report is being sent to the Shareholders excluding the aforesaid information. Any shareholder interested in obtaining said information, may write to the Company Secretary at the Registered Office of the Company at xchangingcompliance@dx.com and the said information is open for inspection at the Registered Office of the Company.

The Board of Directors affirm that the remuneration paid to key managerial personnel of the Company is as per the Nomination & Remuneration Policy of the Company.

L. BOARD AND COMMITTEES

(i) Directors

As on March 31, 2025, the Board of Directors comprises of six directors out of which two are Executive Directors, three are Independent Directors and one is Non-Executive Non-Independent Director.

During the year, Ms. Gidugu Kalpana Tatavarti (DIN:06644105), Non-Executive Non-Independent Director resigned from the Board of the Company w.e.f. June 5, 2024 on account of personal reasons and other professional commitments.

Further, Mr. Nachiket Vibhakar Sukhtankar (DIN:08778377), Managing Director and CEO has resigned from the post of Managing Director and Chief Executive Officer with effect from March 3, 2025 on account of his resignation from DXC group.

Your directors placed on record their appreciation for the valuable contribution made by Ms. Gidugu Kalpana Tatavarti and Mr. Nachiket Vibhakar Sukhtankar during their tenure as Directors of the Company.

On the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors appointed Mr. Kartik Ganapathy Iyer (DIN: 09318280) as an Additional Director and Non-Executive Non-Independent Director of the Company at their meeting held on June 17, 2024 who was regularised by

Shareholders on July 24, 2024.

In accordance with the provisions of the Act and in terms of the Memorandum and Articles of Association of the Company, Mr. Kartik Ganapathy Iyer retires by rotation at the ensuing Annual General Meeting and has offered himself for reappointment. Based on the performance evaluation and the recommendation of the NRC, the Board recommends his re-appointment as Non-Executive Director of the Company, liable to retire by rotation.

Further, the Board members at its meeting held on March 3, 2025, on the recommendations of NRC, appointed Mr. Swaminathan Swaminathan (DIN: 10976726) as the Managing Director and Chief Executive Officer of the Company for a period of three years with effect from March 04, 2025 to March 03, 2028 (both days inclusive), subject to the approval of the members of the Company vide Postal Ballot Notice dated April 25, 2025.

The Board of Directors in its meeting held on May 21, 2025, based on the recommendation of the NRC, approved the appointment of Mrs. Janaki Ashwin Patwardhan (DIN:09180182) as Additional Director in the capacity of Non-Executive Independent Director of the Company for a period of 5 years with effect from May 21, 2025 to May 20, 2030 (both days inclusive), subject to the approval of the members of the Company.

Members' attention is drawn to Item No. 5 of the Notice for the appointment of Mrs. Janaki Ashwin Patwardhan (DIN: 09180182) as an Non-Executive Independent Director of the Company. The Company has received requisite notice in writing from member of the Company proposing her candidature as Director of the Company.

Brief resume and other details relating to the directors, who are to be appointed/ re-appointed as stipulated under Regulation 36(3) of the Listing Regulations and Secretarial Standards issued by ICSI, are furnished in the Notice of Annual General Meeting forming part of the Annual Report.

(ii) Declaration by Independent Directors

Independent Directors have submitted their declaration of independence, stating that:

- (i) they continue to fulfil the criteria of independence as required pursuant to Section 149(6) read with schedule IV of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- (ii) they have confirmed that they are not aware of any circumstances or situations which exist or may be anticipated, that could impair or impact their ability to discharge their duties in terms of Regulation 25(8) of the SEBI Listing Regulations with an objective independent judgement and without any external influence and that they are independent of the Management;
- (iii) they are not debarred from holding the office of Director pursuant to any SEBI order or order of any such authority; and

- (iv) there has been no change in the circumstances affecting their status as Independent Directors of the Company.

All Independent Directors have also affirmed compliance with the Code of Conduct for Independent Directors as prescribed in Schedule IV to the Act. The Independent Directors have also confirmed that:

- they have complied with the Company's Code of Conduct; and
- they have registered their names in the Independent Directors' databank maintained with the Indian Institute of Corporate Affairs and satisfies the requirement of online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Company has taken the certificate from Mr. Ankush Agarwal, Partner, MAKS & Co., Company Secretaries [FRN P2018UP067700], that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report as **Annexure – IV**.

Further, in the opinion of the Board, the Independent Directors fulfill the conditions specified in Listing Regulations and they are independent of the management.

(iii) Board Evaluation

Pursuant to the provisions of Section 134(3)(p) of the Act and Regulation 4 of Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, and the evaluation of the working of its Committees and directors. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

(iv) Remuneration Policy

The remuneration paid to the Directors is in line with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Act and Regulation 19 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The relevant Policy(ies) have been uploaded on the website of the Company and can be accessed through the link <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.

The NRC has also developed the criteria for, *inter-alia*, determining the qualifications, positive attributes and independence of Directors.

(v) Board/Committee Composition and Meetings

The Company has a strong and diverse Board which has oversight over the Company's management and its governance. The individual members of the Board bring a wide range of skills, knowledge, experience and perspectives.

Regular meetings of the Board and its Committees are held to discuss and decide on various business policies, strategies, financial matters and other businesses. A calendar of meetings is prepared and circulated in advance to the Directors. Due to business exigencies, the Board has also approved several proposals through resolutions by circulation from time to time.

As required under the Act and SEBI Listing Regulations, the Company has constituted various statutory committees. As on March 31, 2025, the Company has the following committees of the Board.

- Audit Committee
- Risk Management Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

The details of composition of Board and Committees and their meetings held during the year are given in the Corporate Governance Report which form integral part of this Report. The intervening gap between the meetings was within the period prescribed under the Act and the Listing Regulations.

(vi) Separate meeting of Independent Directors.

During the financial year ended March 31, 2025, a separate meeting of the Independent Directors of the Company was held on May 23, 2024 without the attendance of Non-Independent Directors and the Management team.

(viii) Directors' Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013, the Directors would like to state and confirm:

- (a) That in preparation of the annual financial statement for the year ended March 31, 2025, applicable accounting standards had been followed along with proper explanation relating to material departures if any;
- (b) That such accounting policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as of March 31, 2025, and of the profit of the Company for the year ended on that date;
- (c) That proper and sufficient care has been taken in the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) That the annual accounts have been prepared on a going concern basis;
- (e) Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by Group Management Team including audit of internal

financial control over financial reporting, the Board is of the opinion that proper internal financial controls are in place and such internal financial controls are adequate and are operating effectively; and

- (f) That proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and are operating effectively.

M. GOVERNANCE

(i) Corporate Governance

The Company is committed to uphold the highest standards of Corporate Governance and to adhere to the requirements set out by the Securities and Exchange Board of India. A detailed report on Corporate Governance along with the Certificate of Mr. Ankush Agarwal, Partner, MAKS & Co., Company Secretaries [FRN P2018UP067700], confirming compliance with conditions of Corporate Governance as stipulated under Schedule V of the Listing Regulations forms an integral part of this Report.

(ii) Vigil Mechanism / Whistle Blower Policy

The Company has established a whistle blower policy and also established a mechanism for directors and employees to report their concerns. The details of the same are explained in the Corporate Governance Report. The Board of Directors based on the recommendation of the Audit Committee has amended the Whistle Blower Policy to inter alia, enable employees to report incidents of leak or suspected leak of unpublished price sensitive information in line with the changes made in the SEBI (Prohibition of Insider Trading) Regulations, 2015. As per the Whistle Blower Policy implemented by the Company, the Employees, Directors, customers, dealers, vendors, suppliers, or any Stakeholders associated with the Company are free to report illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company.

During the year under review, no complaint pertaining to the Company was received under the Whistle Blower Policy. The Vigil Mechanism/Whistle Blower Policy is available at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.

(iii) Risk Management

The Company has a Risk Management process which provides an integrated approach for managing the risks in various aspects of the business. The detailed framework is provided in the Management Discussion and Analysis Report.

(iv) Internal Financial Controls and their adequacy

Your Company has in place adequate internal financial controls with reference to the financial statements. The internal financial control system of the Company is supplemented with internal audits, regular reviews by

the management and checks by external auditors. The Audit Committee ensures adequacy of the system. The Statutory Auditors of the Company also provide their opinion on the internal financial control framework of the Company.

During the year under review, the internal control systems were evaluated and found to be effective, with no reportable material weaknesses identified in either design or operation. The Company's Statutory Auditors also did not report any material weaknesses in internal controls or any misstatements resulting from control deficiencies during the course of their audit.

(v) Disclosure under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with provisions relating to the constitution of Internal Committee, (formerly, Internal Complaints Committee) under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Committee has been set up to redress the complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of the complaints received and disposed-off during the financial year ended March 31, 2025:

- No. of complaints filed during the financial year: Nil
- No. of complaints disposed off during the financial year: Nil
- Number of complaints pending as on end of the financial year: Nil
- No. of cases pending for more than 90 days: Nil

N. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In terms of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended from time to time), the Board has constituted a Corporate Social Responsibility ("CSR") Committee. The composition and terms of reference of the CSR Committee are provided in the Corporate Governance Report, which forms part of this Report.

The Company has adopted a CSR Policy in accordance with the provisions of the Act and rules made thereunder. The CSR Policy of the Company outlines its CSR focus areas, guiding principles for CSR activities, identified sectors, reporting mechanisms etc. The CSR Policy of the Company is available on the Company's website at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.

The Annual Report on CSR activities, in the prescribed format, for FY 2024-25 as required under Section 134 and 135 of the Act, read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Rule 9 of the Companies (Accounts) Rules, 2014, is annexed to this

Report and marked as **Annexure – V**.

O. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information as per Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 regarding Conservation of Energy, Research & Development, Technology Absorption and Foreign Exchange Earning and Outgo is annexed herewith as **Annexure – VI**.

P. BUSINESS RESPONSIBILITY AND SUSTANABILITY REPORTING

Pursuant to Regulation 3 and Regulation 34(2) of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dated May 10, 2021 and SEBI Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 dated July 12, 2023, the Business Responsibility and Sustainability Reporting ("BRSR") describing the initiatives taken by the Company from an environmental, social and governance perspective forms part of this Report.

The BRSR forms part of the Annual Report and can also be accessed on the Company's website at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.

Q. OTHER DISCLOSURES

(i) Share Capital

There was no change in the paid-up share capital of the Company. As on March 31, 2025, the paid -up capital of the Company was Rs. 1,114,037,160/-. This comprises 111,403,716 equity shares of Rs. 10/- each fully paid-up.

The Company has not issued any sweat equity shares or equity shares with differential rights during the financial year.

(ii) Statutory Disclosures

None of the Directors of your Company are disqualified as per provision of Section 164(2) of the Act. The Directors of the Company have made necessary disclosures as required under various provisions of the Act and the Listing Regulations.

(iii) Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act the Annual Return as on March 31, 2025 in the prescribed Form MGT-7 is available on the Company's website at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.

(iv) Compliance of Secretarial Standards

During the financial year under review, the Company has complied with applicable Secretarial Standards on Board and General Meetings specified by the Institute of Company Secretaries of India pursuant to Section 118(10) of the Act.

(v) Appointment of Independent Director in an unlisted material Subsidiary

Pursuant to Regulation 3 and Regulation 24 of the Listing Regulations, Mr. Henry D'Souza, Independent

Director of the Company has been appointed as Independent Director w.e.f. April 1, 2019 on the Board of Directors of Company's unlisted material subsidiary i.e. Xchanging Solutions (USA), Inc.

(vi) Responsibility

For Standalone:

The Company's Board of Directors is responsible for the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis and Corporate Governance Report including annexures thereon.

For Consolidated:

The Parent Company's (Xchanging Solutions Limited) Board of Directors is responsible for the information included in the Board's Report including Annexures to the Board's Report, Management Discussion and Analysis and Corporate Governance Report including annexures thereon.

(vii) Material changes and commitments affecting the financial position of the Company

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

(viii) Significant and material orders

During the Financial Year 2024-25, there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future. Further, no penalties have been levied by the SEBI or any other regulator during the year under review.

(ix) Listing

Equity Shares of your Company are listed on National Stock Exchange of India Ltd. and BSE Ltd. The Company has paid required listing fees to Stock Exchanges.

(x) Maintenance of Cost Records

The maintenance of cost records, for the services rendered by the Company, is not required pursuant to Section 148 (1) of the Act read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014.

Hence, Cost audit is not applicable to the Company.

(xi) Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certificate

In terms of the Listing Regulations, the certificate, as prescribed in Part B of Schedule II of the said Regulations, has been obtained from Mr. Swaminathan Swaminathan, Managing Director & Chief Executive Officer and Mr. Shrenik Kumar Champalal, Whole Time Director & Chief Financial Officer, for the Financial Year 2024-2025 with regard to the Financial Statements and other matters. The said Certificate forms part of Corporate Governance Report.

(xii) Any proceedings under the Insolvency and Bankruptcy Code, 2016

There are no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the business of the Company.

(xiii) There were no instances where your Company required the valuation for one time settlement or while taking the loan from the Banks or Financial institutions.

(xiv) No agreement entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

ACKNOWLEDGEMENTS AND APPRECIATION:

The Directors would like to express their sincere appreciation for the co-operation and assistance received from the Company's Bankers, Regulatory Bodies and Stakeholders including other business associates who have extended their valuable sustained support and encouragement during the year under review.

The Directors also wish to place on record their deep sense of gratitude and appreciation for the commitment displayed by executives, officers and staff at all levels of the Company, resulting in the successful performance of the Company during the year under review. We look forward to your continued support in the future.

For and on behalf of the Board of Directors,

Swaminathan Swaminathan
Managing Director &
Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director &
Chief Financial Officer
DIN: 08099410

Place : Chennai
Date : May 21, 2025

Place : Bengaluru
Date : May 21, 2025

ANNEXURE – I TO BOARD’S REPORT

Form No. AOC-2
(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2)
of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis -

- (a) Name(s) of the related party and nature of relationship: Nil
- (b) Nature of contracts/arrangements/transactions: Nil
- (c) Duration of the contracts / arrangements/transactions: NA
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
- (e) Justification for entering such contracts or arrangements or transactions: NA
- (f) Date(s) of approval by the Board: NA
- (g) Amount paid as advances, if any: NA
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NA

2. Details of material contracts or arrangement or transactions at arm’s length basis

- (a) Name(s) of the related party and nature of relationship: **Xchanging Solutions (USA) Inc., Wholly owned subsidiary of the Company**
- (b) Nature of contracts/arrangements/transactions: **ITeS off-shore Services**
- (c) Duration of the contracts / arrangements / transactions: **Ongoing**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Xchanging Solutions Limited has been providing ITeS off-shore services to Xchanging Solutions (USA), Inc. as per the terms in the agreement.**
- (e) Date(s) of approval by the Board, if any: **NA**
- (f) Amount paid as advances, if any: **Nil**

For and on behalf of the Board of Directors,

Swaminathan Swaminathan
Managing Director & Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director & Chief Financial Officer
DIN: 08099410

Place : Chennai
Date : May 21, 2025

Place : Bengaluru
Date : May 21, 2025

MR-3 **SECRETARIAL AUDIT REPORT**

For the Financial period ended 31st March 2025
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Xchanging Solutions Limited
HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru
Karnataka-560100, India
[CIN: L72200KA2002PLC030072]

We have conducted secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **M/s. Xchanging Solutions Limited** (hereinafter called “the **Company**”). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of M/s. Xchanging Solutions Limited’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2025 commencing from April 1, 2024 to March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent based on the management representation letter/ confirmation received from the management, in the manner and subject to the reporting made hereinafter. The members are requested to read this report along with our letter dated May 21, 2025, annexed to this report as **Annexure – A**.

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the applicable provisions of:
 - i) The Companies Act, 2013 (‘the Act’) and the rules made thereunder;
 - ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
 - iii) The Depositories Act, 1996 and the regulations and bye laws framed thereunder;
 - iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, as applicable;
 - v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - I. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - II. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - III. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(Not applicable to the Company during the audit period)*
 - IV. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, *(Not applicable to the Company during the audit period)*
 - V. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not applicable to the Company during the audit period)*
 - VI. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable to the Company during the audit period);*
 - VII. The Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993 regarding the Companies Act and dealing with clients; *(Not applicable since the Company is not registered as Registrar to an Issue and Share Transfer Agent during the audit period)*
 - VIII. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(Not applicable to the Company during the audit period)* and
 - IX. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. We have relied upon the representation made by the Company, its officers, and compliance reports from the management for systems and mechanism framed by the Company and basis that there are adequate systems and processes in the Company, commensurate with the size and operations of the Company, to monitor and ensure compliances of Information Technology Act, 2000 and the Rules made there under and other Act, Laws and Regulations specifically applicable to the Company.

Annexure – II to Board’s Report

3. We have also examined compliance with the applicable clauses of the following:
 - i) Secretarial Standards issued by the Institute of Company Secretaries of India, with respect to board and general meetings (hereinafter referred as ‘**Secretarial Standards**’). We noted that the Company is generally regular in complying with the Secretarial Standards; and
 - ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as ‘**SEBI (LODR) Regulations, 2015**’) and the Listing Agreements entered into by the Company with the National Stock Exchange of India Limited and the BSE Limited.
4. During the period under review, to the best of our knowledge and belief and according to the information and explanations given to us, the Company has been regular in compliance with the provisions of the Acts, Rules, Regulations and Agreements, as mentioned above, to the extent applicable.
5. We further report that compliance of applicable financial laws including Direct and Indirect Tax Laws and maintenance of financial records and books of accounts by the Company has not been reviewed in this audit since the same has been subject to review by the Statutory Auditors and other designated professionals.
6. We further report that:
 - i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non–Executive Directors and Independent Directors including Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - ii) Adequate notice is given to all directors to schedule the Board Meetings. Notice of Board meetings was sent at least seven days in advance and system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.
 - iii) Decisions of Board/Committee were carried through unanimously. We are informed that there were no dissenting members’ views on any of the matters during the year that were required to be captured and recorded as part of the minutes.
 - iv) There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
 - v) We further report that during the audit period the Company had no specific actions having bearing on the Company’s affairs in pursuance of the above referred laws, rules, regulations, standards, guidelines etc.

For **M/s. MAKS & Co.,**
Company Secretaries
[FRN P2018UP067700]

Ankush Agarwal
Partner

Membership No: F9719

Certificate of Practice No: 14486

Peer Review Certificate No.: 2064/2022

UDIN: F009719G000401616

Date: 21-05-2025

Place: Noida (U.P.)

Annexure –A to Secretarial Audit Report dated May 21, 2025

To,
The Members,
Xchanging Solutions Limited
HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru
Karnataka-560100, India
[CIN: L72200KA2002PLC030072]

Our Secretarial Audit Report dated May 21, 2025 is to be read with this letter.

1. The compliance of provisions of all corporate and other laws, rules, regulations and standards applicable to **Xchanging Solutions Limited** (hereinafter called ‘the **Company**’) is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.
5. We have obtained the Management’s representation about the compliance of laws, rules and regulations and happening of events, wherever required.
6. This Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **M/s. MAKS & Co.,**
Company Secretaries
[FRN P2018UP067700]

Ankush Agarwal
Partner
Membership No: F9719
Certificate of Practice No: 14486
Peer Review Certificate No.: 2064/2022
UDIN: F009719G000401616

Date: 21-05-2025
Place: Noida (U.P.)

ANNEXURE – III TO BOARD’S REPORT

Remuneration to Directors/KMP/Employees

Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended March 31, 2025:

Name & Designation	Ratio
Swaminathan Swaminathan* (Managing Director & Chief Executive Officer)	**NA
Shrenik Kumar Champalal (Whole Time Director & Chief Financial Officer)	3.84:1

* Appointed as on March 04, 2025

**Did not draw remuneration during FY 2024-2025.

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year ended:

Name & Designation	% increase in remuneration in the financial year ended March 31, 2025
Swaminathan Swaminathan* (Managing Director & Chief Executive Officer)	**NA
Nachiket Vibhakar Sukhtankar# (Managing Director & Chief Executive Officer)	NA
Shrenik Kumar Champalal (Whole Time Director & Chief Financial Officer)	4
Mayank Jain\$ (Company Secretary & Compliance Officer)	NA
Ishwarya R\$\$ (Company Secretary & Compliance Officer)	NA
Radhika Khurana## (Company Secretary & Compliance Officer)	NA

* Appointed as on March 04, 2025

**Did not draw remuneration during FY 2024-2025.

Resigned on March 03, 2025

\$ Resigned on October 30, 2024

\$\$ Appointed on November 01, 2024 & Resigned on January 31, 2025

##Appointed as on February 01, 2025

- (iii) The percentage increase in the median remuneration of employees in the financial year ended March 31, 2025: 2.87%
- (iv) The number of permanent employees on the rolls of Company: 95
- (v) Average percentile/percentage increase made in the salaries of employees other than the managerial personnel in the last financial year: 6.77%
- (vi) Affirmation that the remuneration is as per the remuneration policy of the Company: Yes, remuneration is as per the Nomination & Remuneration policy of the Company.

For and on behalf of the Board of Directors,

Swaminathan Swaminathan
Managing Director & Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director & Chief Financial Officer
DIN: 08099410

Place : Chennai
Date : May 21, 2025

Place : Bengaluru
Date : May 21, 2025

ANNEXURE – IV TO BOARD’S REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Xchanging Solutions Limited
HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru
Karnataka-560100, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Xchanging Solutions Limited, having CIN: L72200KA2002PLC030072 and having registered office at HP Avenue, 39/40, Electronic City, Hosur Main Road, Bengaluru, Karnataka - 560100, India (hereinafter referred to as ‘**the Company**’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority as applicable.

S. No.	Name of Director	DIN	Date of Appointment
1	Mr. Henry D’souza	00276157	29/02/2012
2	Mr. Kartik Ganapathy Iyer	09318280	17/06/2024
3	Mrs. Nonavinakeri Srinivasaiyengar Rama	06720033	01/04/2019
4	Mr. Shrenik Kumar Champalal	08099410	31/03/2018
5	Mr. Swaminathan Swaminathan	10976726	04/03/2025
6	Mr. Pankaj Vaish	00367424	04/05/2022
7.	Mrs. Gidugu Tatavarti Kalpana [^]	06644105	27/03/2018
8.	Mr. Nachiket Vibhakar Sukhtankar [*]	08778377	13/08/2021

[^] Ceased to be Non-Executive Director of the Company due to her resignation w.e.f. June 5, 2024

^{*} Ceased to be Managing Director and Chief Executive Officer of the Company due to his resignation w.e.f. March 3, 2025

Ensuring the eligibility for the appointment and continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M/s. MAKS & Co.,**
Company Secretaries
[FRN P2018UP067700]

Ankush Agarwal
Partner

Membership No: F9719
Certificate of Practice No: 14486
Peer Review Certificate No.: 2064/2022
UDIN: F009719G000401176

Date: 21-05-2025
Place: Noida (U.P.)

ANNEXURE – V TO BOARD’S REPORT

Corporate Social Responsibility

Annual Report of Corporate Social Responsibility (CSR) Activities for the Financial Year ended March 31, 2025:

THE ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company.

CSR Policy: Corporate Social Responsibility at Xchanging Solutions Limited originates from the ideology of providing sustainable value to the society. In this direction, the Company has adopted its CSR policy striving for economic and social development that positively impacts the society at large. In doing so build a better, sustainable way of holistic life for the marginalized and underprivileged sections of the society and work towards raising the country’s human development index. Through the small contribution, the Company aspires to improve the quality of life of people at the bottom of pyramid.

CSR Policy of the Company provides the overview of projects or programs which are proposed to be undertaken by the Company.

The CSR Policy of the Company can be accessed at the Company’s website through the link: <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings, the Member entitled to attend	Number of meetings the member attended
1	Henry D’Souza	Independent Director	2	2
2	Rama NS	Independent Director	2	2
3	Kartik Ganapathy Iyer*	Non-Executive Director	Nil	Nil
4	Shrenik Kumar Champalal	Executive Director (Whole Time Director)	2	2
5	Pankaj Vaish	Independent Director	2	2
6	Kalpana Tataavarti*	Non-Executive Director	1	1

*During the Financial year under review, there were changes in the constitution of the Committee as detailed below:

- Mrs. Kalpana Tataavarti ceased to be member of the Committee pursuant to her resignation w.e.f. June 05, 2024
- Mr. Kartik Iyer appointed as member of the Committee w.e.f. June 17, 2024

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>
- Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **Not applicable**
- Average net profit of the company as per sub-section (5) of Section 135: Rs 1,49,53,33,333
 - Two percent of average net profit of the company as per sub-section (5) of Section 135: Rs 2,99,06,667
 - Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Nil
 - Amount required to be set-off for the financial year, if any: Nil
 - Total CSR obligation for the financial year [(b)+(c)-(d)]: Rs 2,99,06,667
- Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs 2,88,13,364
 - Amount spent in Administrative Overheads: Rs 10,93,303
 - Amount spent on Impact Assessment, if applicable: Not Applicable
 - Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 2,99,06,667
 - CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount.	Date of transfer
Rs. <u>2,99,06,667</u>	Nil	NA	NA	Nil	NA

Annexure – V to Board’s Report

f) Excess amount for set-off, if any:

S. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per sub-section (5) of Section 135.	Nil
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

S. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub section (6) of Section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub section (6) of Section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
					Amount (in Rs.)	Date of Transfer		
Nil								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

(i) Yes (ii) No

If Yes, enter the number of Capital assets created/ acquired.	NA
---	----

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

S. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the Property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
NA	NA	NA	NA	NA	NA	NA	NA

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office /Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries).

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of Section 135: **Not Applicable**

For Xchanging Solutions Limited

Swaminathan Swaminathan
Managing Director & Chief Executive Officer
DIN: 10976726

Henry D’Souza
Chairman-CSR Committee
DIN: 08099410

Place : Chennai
Date : May 21, 2025

Place : Bangalore
Date : May 21, 2025

Conservation of Energy, Research and Development, Technology Absorption, Foreign Exchange Earnings and Outgo

A. Conservation of Energy

The operations of your Company are not energy intensive. However, adequate measures have been taken to reduce energy efficient computer terminals.

B. Technology Absorption

Your Company has continued its endeavor to develop and absorb advanced technologies for its various offering range to meet the requirements of a globally competitive market and to meet the technology requirements for the future.

C. Foreign Exchange Earnings and Outgo:

(Rs. in lakhs)

Particulars	March 31, 2025	March 31, 2024
Total Foreign Exchange earnings	1974	2,526
Total foreign Exchange outgo	103	60

For and on behalf of the Board of Directors,

Swaminathan Swaminathan
Managing Director & Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director & Chief Financial Officer
DIN: 08099410

Place : Chennai
Date : May 21, 2025

Place : Bengaluru
Date : May 21, 2025

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

Xchanging Solutions Limited (the “Company”) was incorporated on February 1, 2002, is an Information Technology (IT) service provider with operations in India and an international presence established through subsidiaries in several countries.

DXC Technology Company, ultimate holding company, is listed on New York Stock Exchange, and through its indirect subsidiaries Xchanging (Mauritius) Limited, Xchanging Technology Services India Private Limited & DXC Technology India Private Limited, owns 75% of the outstanding share capital of the Company.

INDUSTRY STRUCTURE, OUTLOOK AND DEVELOPMENTS

According to IDC, global technology industry witnessed significant growth with the global tech spending growing 10.8% primarily driven by strong hardware and software spending, while IT services growth remained flat at 4.7%.

Global Economic Growth Stabilizing real GDP growth rate, Advanced economies to drive growth i.e. US growth forecast resilient at 2.7% despite higher or- longer interest rates due to rare wage rate vs. labor participation balance coupled with pro-America policy tailwinds. UK expects faster interest rate cuts and private and public spending boost from earnings/ tax collections.

Indian tech sector is on its way to become the global technology and innovation hub, which is reflected in the increasing share of MNCs and GCCs which today account for nearly 50% of the total tech sector revenues in the country. Over the last five years the number of GCCs in the country have increased from 1285+ in FY19 to 1750+ GCCs in FY25 employing over 1.9 million professionals. India’s innovation prowess is reflected in the fact that most of the MNCs and GCCs today house their largest engineering teams in India which are supporting the nextgen technology innovation. This maturity in capability is also reflected in India’s technology revenue which is expected to grow 5.1% in FY25 - from \$268.8 Bn in FY24 to \$282.6 Bn (including IT services, BPM, Software products, ER&D, and Hardware).

OPPORTUNITIES

Nasscom Annual Enterprise CXO Survey 2025 indicates stronger growth momentum for CY25 with higher technology spend, particularly AI-led digital spend, enterprises are likely to invest in convergence of tech spend into high-impact use cases that could provide the foundation for the next five years of technological leaps. 82% of the CXOs expect to increase digital spend by 5%+ compared to CY24.

For technology providers, FY26 is expected to see greater technology spending with 77% of the providers in the Nasscom Annual Tech Services CXO Survey 2025 expecting a higher business growth compared to last year driven by growing foundational digital scope, emerging markets, and strategic AI-led demand. Hiring growth expectations are also modest with 45% of the providers expecting increased hiring compared to FY25. However, providers remain cautious of challenges emerging from

AI-led services transformation, skills/labour shortage, cyber risks, and margin pressures. On the external side, macroeconomic and geopolitical upheavals and widening trade tariffs remain major challenges.

(SOURCE: Nasscom Strategic review 2025)

THREATS:

We see intense competition in traditional services, a rapidly changing marketplace and the emergence of new players in niche technology areas.

A global economic slowdown or recession could lead to reduced IT budgets among clients, directly impacting revenues. This is particularly significant given the industry’s reliance on external markets.

With increasing reliance on cloud computing and digital platforms, the threat of cyberattacks and data breaches has intensified. Companies must invest heavily in cybersecurity to protect client data, which can increase operational costs.

RISKS AND CONCERNS

The Company analyse the nature and extent of risks and consider their likelihood of occurrence and impact; both on an inherent and residual basis, after taking into account mitigating and compensating controls. This allows us to determine how we should manage each risk in order to achieve our strategic objectives.

HOW WE MANAGE RISK

In managing risk, we analyse the nature and extent of risks and consider their likelihood and impact, both on an inherent and a residual basis, after taking account of mitigating controls. This allows us to determine how we should manage each risk in order to achieve our strategic objectives.

- Strategic risks reflect the potential for a significant strategic action or a failure to react to developing trends in the market, to have a Financial on the economic value of our business.

Management Discussion and Analysis

- Commercial risks reflects the potential to enter into a critical contract or commercial arrangement which may have an adverse impact on the business.
- Operational risks reflects the potential for the failure of a critical process or procedure to have an adverse impact on the business.

OVERVIEW OF RISK MANAGEMENT PROCESS



STRATEGIC RISKS	
Risk	Mitigating Actions
Failure to utilise and exploit technology enablement for growth	<p>The rapidly changing nature and impact of technology means that we need to respond to technology trends. Injecting technology enablement into our services and products is core to our growth strategy as we continue to:</p> <ul style="list-style-type: none"> Develop innovative value adding customer solutions. Utilise our skilled knowledgeable resources. Review our existing services and products to ensure that they meet our customers' requirements.
Failure to secure new business from both new and existing customers	<p>There are number of significant changes in the sectors we operate in and the current economic environment results in pressure on our customers. Failure to secure new business could slow down the growth of the business. Successfully winning new business is managed by:</p> <ul style="list-style-type: none"> Ensuring utilisation of our technology capabilities and competitive low-cost offshore services. Clearly defined offerings and sales strategies that help us to attract customers. Continual development of the united sales strategy which enables selling across business sectors. Effective performance of sales team.
COMMERCIAL RISKS	
Risk	Mitigating Actions
We have a concentration of material contracts with customers in key markets, which may have a significant impact on the Group's performance.	<p>Our commercial risks continue to be well managed through legal review, delegated authorities and contract monitoring processes.</p> <p>We have a structured service management programme, with dedicated account managers who work closely with our customers utilising performance metrics in order to identify issues early and trigger corrective actions.</p>

Management Discussion and Analysis

OPERATIONAL RISKS	
Risk	Mitigating Actions
Our reputation and ultimately our profitability are reliant on successful implementation and delivery of new contracts.	<p>We ensure successful implementation in the following ways:</p> <ul style="list-style-type: none"> Detailed implementation and delivery plans with strong management control and oversight. Use of experienced employees with strong project, change and people management skills in order to ensure successful implementation. Standardised procedures in use for the implementation and delivery of new contracts.
Our customers demand efficient processing and high levels of service to help them achieve their objectives and protect their reputation.	<p>Failure to meet our customers' expectations and contractual commitments would have a significant impact upon our reputation and profitability and could result in unexpected and costly litigation.</p> <p>We consistently work towards ensuring that our service levels are on target ensuring that we meet our customer requirements.</p> <p>Mitigating actions include:</p> <ul style="list-style-type: none"> Consistently ensuring that our service levels are on target. Optimising our cost of delivery through standardisation and simplification. Ongoing contract management. Building on existing customer relations.
Continuing to retain our key personnel and recruit new talented individuals are fundamental to our success. Our intellectual property is one of our key assets.	<ul style="list-style-type: none"> We have an established structure for employee performance and development monitoring. A clear recruitment strategy and graduate recruitment and development programme attracts high-potential employees. Significant investment in leadership training programmes underpins our succession plans and develops our employees.
FINANCIAL RISKS	
Risk	Mitigating Actions
The Group's Financial results may be subject to volatility arising from movements in interest rates, foreign exchange rates, liquidity and changes in taxation legislation, policy or tax rates	We continue to manage our financial risks through our established budgeting, forecasting and working capital and treasury controls. This reduces the volatility of our Financial results, giving the Board greater medium-term visibility.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Compliance Certification from CEO and CFO provided in Annual Report confirms the adequacy of our internal control system and procedures.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

A. OVERVIEW

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) and comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.

B. RESULTS OF OPERATIONS

1. Review of Operations

During the financial year ended March 31, 2025, the consolidated revenue of the Company was Rs 18,518 lakhs against Rs 17,442 Lakhs during the previous year ended March 31, 2024. Other income of the Company for the current year was Rs 1,701 Lakhs against Rs 2,183 Lakhs in the previous year.

The Company has only one primary segment viz, Information Technology (IT) services and accordingly the financials relate to this segment.

2. Performance

The table below summarizes the consolidated financial performance during the year:

(Rs. in lakhs)

Particulars	For the Financial year ended March 31, 2025	For the Financial year ended March 31, 2024
Total Income	20,191	19,625
Total Expenditure	13,850	13,007
Profit before Finance Costs, Depreciation and Tax	7,006	6,859
Depreciation & Amortization	29	54
Finance Costs	636	187
Profit / (Loss) before Tax	6,341	6,618
Income Tax (including deferred tax)	1,383	5,248
Net Profit / (Loss) after Tax	4,958	1,370
Other Comprehensive Income/(Expenditure)	-29	-177
Total Comprehensive Income/(Expenditure)	4,929	1,193
Earnings / (Loss) per share Rs.	4.45	1.23

3. Geographic Profile

(Rs. in lakhs)

Geography	March 31, 2025		March 31, 2024	
	Revenue	%	Revenue	%
Europe	305	2%	287	1%
USA	15,324	83%	14,053	81%
India	1,194	6%	1,209	7%
Singapore	1,588	8%	1,786	10%
Rest of the World	107	1%	107	1%
Total	18,518	100%	17,442	100%

4. Key Financial Ratios

The following are analytical ratios for the year ended March 31, 2025 and March 31, 2024

Particulars	March 31, 2025	March 31, 2024	Variance	Reason for variation beyond 25%
Debtor Turnover Ratio	6.96	8.96	-22%	NA
Inventory turnover ratio	NA	NA	NA	NA
Interest Coverage Ratio	591	4071	-85%	Mainly due to higher earnings before interest & tax in previous year due to exceptional items Rs. 30,965 and dividend income from subsidiary Rs. 6,868
Current ratio	7.54	7.48	1%	NA
Debt-equity ratio	-	0.00	-100%	Mainly due to derecognition of lease liability in current year
Operating Profit margin (%)	19%	24%	-20%	NA
Net Profit margin (%)	51%	995%	-95%	Mainly due to higher profit in previous year due to exceptional items net of tax of Rs. 27,522, dividend income from subsidiary of Rs. 6,868 and increase in revenue in current year

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND EMPLOYEE RELATIONS

Developing Talent

Managing human resources effectively and efficiently plays a critical role in ensuring that a satisfied, motivated work force delivers quality services. It also plays an important role in increasing staff performance and productivity, enhancing an organization's competitive advantage, and contributing directly to the organizational goals. Satisfied, highly-motivated and loyal employees represent the basis of competitive company. The growth of satisfaction is to be reflected in the increase of productivity, improvement of the products' quality or rendered services and higher number of innovations.

The Company is highly employee oriented, and the focus is on the development of employees.

Employee Diversity

The Company believes in promoting and nurturing work environment which is conducive to the development and growth of an individual employee, by employing the best HR practices such as performance management, reward and recognition policy, leadership development program, open work culture and effective employee communication.

We are committed to embedding a culture of diversity and inclusion across our Group. This includes ensuring opportunity for all and embraces the positive effect that our diverse workforce brings.

We do not tolerate any form of discrimination, and our employment policies and practices focus on ensuring that all our employment processes are free from unlawful discrimination on any grounds.

Xchanging Solutions Limited has a total of 95 employees on its rolls as of March 31, 2025.

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY

The Company is committed to the highest standards of corporate governance in all its activities and related processes. The Company believes that good corporate governance practices enable the management to direct and control the affairs of the Company in an efficient and effective manner and to achieve its goal of maximizing value for its shareholders. The Company believes that good corporate governance lies not merely in drafting a code of corporate governance but in practicing it.

The Company has put in place a good corporate governance policy and confirms its compliance with the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

2. BOARD OF DIRECTORS:

A. Composition of Board of Directors:

The Board of Directors as on March 31, 2025 comprised of 6 (Six) Directors of which 4 (four) are Non – Executive Directors including one women director. The Chairman is an Executive Director (Managing Director and CEO) as on March 31, 2025. The number of Independent Directors on the Board is 3 (three). The composition of Board is in conformity with Regulation 17 of the Listing Regulations.

Membership in Board and Sub - Committees of the Directors of the Company other than Xchanging Solutions Limited (“**the Company**”) as on March 31, 2025 is as under:

Name of Director	DIN	Category in the Company	Number of Directorships in other Public Companies**				Number of committee positions held in other public companies***		No. of equity shares held in the Company as on date
			Listed	Name of the Listed Company	Category of Directorship	Unlisted	Chairman	Member	
Henry D'Souza	00276157	Non-Executive Independent Director	0	NA	NA	0	0	0	0
Pankaj Vaish	00367424	Non-Executive Independent Director	1	Digispice Technologies Limited	Non-Executive Independent Director	2	0	4	0
Rama NS	06720033	Non-Executive Independent Director	0	NA	NA	0	0	0	0
Kartik Ganapathy Iyer	09318280	Non-Executive Non- Independent Director	0	NA	NA	0	0	0	0
Swaminathan Swaminathan*	10976726	Executive Director (Managing Director and CEO)	0	NA	NA	0	0	0	0
Shrenik Kumar Champalal	08099410	Executive Director (Whole Time Director and CFO)	0	NA	NA	0	0	0	1

*Appointed as on March 04, 2025 subject to approval of shareholders through Postal Ballot. The process of Postal Ballot commenced from April 29, 2025 to May 28, 2025, and the results shall be disclosed after the date of approval of this Report.

**Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

***The information pertaining to the chairmanships/memberships of Committees of the Board held by the directors includes only Audit Committee and Stakeholders' Relationship Committee.

None of the Directors of our Company holds directorships in more than twenty (20) companies including in more than ten (10) public companies. In accordance with the Listing Regulations, none of the Directors of the Company hold directorships in more than eight (8) listed companies and independent directorships in more than seven (7) listed companies. The Managing Director of the Company does not hold directorship as an Independent Director in any other listed company. Also, none of our Directors is serving as a member of more than ten (10) committees or as the Chairman of more than five (5) committees in accordance with the requirements of the Listing Regulations. None of our Directors are related to each other. Necessary disclosures regarding their committee positions in other public companies as at the end of financial year have been made by the Directors.

The Board of Directors, on the recommendations of Appointment of Nomination and Remuneration Committee, recommended the appointment of Mr. Swaminathan Swaminathan as Managing Director & CEO of the Company to the Shareholders for their approval through Postal Ballot dated April 25, 2025.

The Company has received requisite notice in writing from member of the Company proposing his candidature as Director of the Company.

Appointment/re-appointment of Directors in the ensuing Annual General meeting are provided in Board's Report forming part of the Annual Report.

B. Number of Board Meetings, Attendance of the Directors at Meetings of the Board and at the Annual General Meeting:

The Board meetings are held at regular intervals to consider, discuss and approve inter alia, the unaudited and audited standalone and consolidated financial results of the Company, to decide on business policy/strategy of the Company, risk management, competitive scenario, etc. The Board/Committee meetings are pre-scheduled and tentative dates of such meetings are informed well in advance to facilitate the Directors to plan their schedule. The Company also provide an option to its directors to participate at each of the Board/Committee meetings through video conferencing mode. The Company adheres to the Secretarial Standards on the Board Meetings as prescribed by the Institute of Company Secretaries of India.

During the financial year ended March 31, 2025, total 7 (seven) Board Meetings were held on the following dates – May 23, 2024; June 17, 2024; August 2, 2024; August 9, 2024; October 30, 2024; January 31, 2025 and March 03, 2025. The gap between two meetings did not exceed 120 days. These meetings hold good attendance. The last AGM of the Company was held on July 24, 2024.

The attendance of the Directors at these Board Meetings for FY 2024-25 is as under:

Director	Category	Number of Board Meetings entitled to attend	Number of Board Meetings attended	Leave of Absence Granted	Attendance at the AGM
Henry D'Souza	Non-Executive Independent Director	7	7	Nil	Yes
Rama NS	Non-Executive Independent Director	7	7	Nil	Yes
Pankaj Vaish	Non-Executive Independent Director	7	7	Nil	Yes
Kartik Ganapathy Iyer**	Non-Executive Director	6	4	2	Yes
Nachiket Vibhakar Sukhtankar#	Executive Director	7	6	1	Yes
Shrenik Kumar Champalal	Executive Director	7	7	Nil	Yes
Kalpna Tatavarti*	Non-Executive Director	1	1	Nil	NA
Swaminathan Swaminathan\$	Executive Director	0	NA	NA	NA

*Resigned on June 05, 2025

**Appointed on June 17, 2025

#Resigned as on March 03, 2025

\$Appointed on March 04, 2025

C. Meetings of Independent Directors

During the financial year ended March 31, 2025, a separate meeting of the Independent Directors of the Company was held on May 23, 2024 without the attendance of Non-Independent Directors and the Management team.

During their meeting held on May 23, 2024, the Independent Directors reviewed the performances of Non-Independent Directors, Chairman and the Board as whole and assessed the flow of information between the Company management and the Board.

D. Declaration

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of Companies Act, 2013 (the "Act") and applicable Provisions of Listing Regulations. Further, they have declared that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

Further, in the opinion of the Board, all the Independent Directors of the Company, fulfill the conditions specified under the Act and the Listing Regulations and are independent of the management.

All Directors have affirmed that they are not debarred from holding the office of a Director by virtue of any SEBI order or any other such Authority.

E. Senior Management

Changes in the Senior Management Personnel during the financial year:

Name	Designation	Details of Change	Effective Date
Mayank Jain	Company Secretary & Compliance Officer	Resignation	30.10.2025
Ishwarya R	Company Secretary & Compliance Officer	Appointment	01.11.2025
		Resignation	31.01.2025
Radhika Khurana	Company Secretary & Compliance Officer	Appointment	01.02.2025
Nachiket Vibhakar Sukhtankar	Managing Director & CEO	Resignation	03.03.2025
Swaminathan Swaminathan	Managing Director & CEO	Appointment	04.02.2025

F. Code of Conduct

The Board has formulated and adopted a Code of Conduct for all Board Members and Senior Management Personnel of the Company. These Codes have been posted on the Company's website at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.

Affirmation Report on Compliance of Code of Conduct has been received from the Board Members and Senior Management Personnel of the Company. A declaration to that effect is given in the Compliance Certificate annexed to the report.

G. Compliance Certification

As required under Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, Mr. Swaminathan Swaminathan, Managing Director and Chief Executive Officer and Mr. Shrenik Kumar Champalal, Whole Time Director and Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the financial year ended March 31, 2025. The Certificate is annexed to this Report as **Annexure- A**.

H. Performance Evaluation of Board, its Committees and Directors

As required under the provisions of Section 134(3)(p) of the Act and Regulation 4 of the Listing Regulations, the Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Board Committees, and executive / non-executive / independent directors through peer evaluation, excluding the director being evaluated.

The performance evaluation framework is in place and the evaluation questionnaires were circulated to all the members of the Board and Committees for their response to evaluate performance of Board and Committees of the Board.

The criteria of the evaluation is exercising of responsibilities in the interest of the Company, striving to attend meetings of the Board of Directors and Committees of which he is a member, participating constructively and actively in the meetings of the Board or Committees of the Board etc.

Separate exercise was carried out to evaluate the performance of individual Directors on parameters such as attendance, contribution and independent judgement.

As an outcome of the above exercise, it was noted that the Board as a whole is functioning as a cohesive body which is well engaged with different perspectives. The Board is satisfied with the board evaluation carried out for the year and there is no previous & current year's observation and action.

I. Familiarization Programme for Independent Directors

As per Regulation 46(2)(i) of Listing Regulations, the details of programs for familiarization of the Independent Directors with the Company, their roles, rights, responsibility in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are available on the website of the Company at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.

J. Matrix setting out the skills/expertise/competence of the Board of Directors

The Company's Board comprises qualified members who bring in required skills, competence and expertise that allow them to make effective contribution to the Board and its Committees. The Directors are committed to ensure that the Company is in compliance with the Corporate Governance. In accordance with Regulation 34(3) read with Part C of Schedule V of Listing Regulations, below is the summary of core skills/expertise/ competencies identified by the Board of

Directors as required in the context of its business(es) and sector(s) for it to function effectively and which are taken into consideration while nominating candidates to serve on the Board of the Company:

Areas	Description
Strategy and planning	Ability to think strategically and identify and critically assess strategic opportunities & threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities.
Governance (including policy)	Develop appropriate policies & define the parameters.
Finance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> Analyze key financial statements; Critically assess financial viability and performance; Contribute to strategic financial planning.
Commercial/Business Development	A broad range of commercial/business development in areas including communications, marketing, branding and business systems, practices and improvement.
Information Technology	Qualification and experience in IT industries.

Director	Areas of expertise				
	Strategy and planning	Governance (including policy)	Finance	Commercial/ Business Development	Information Technology
Swaminathan Swaminathan MD & CEO	✓	✓	✓	✓	✓
Shrenik Kumar Champalal WTD & CFO	✓	✓	✓	✓	✓
Henry D'Souza Independent Director	✓	✓	✓	✓	✓
Rama NS Independent Director	✓	✓	✓	✓	✓
Kartik Ganapathy Iyer Non-executive Director	✓	✓	✓	✓	✓
Pankaj Vaish Independent Director	✓	✓	✓	✓	✓

3. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES:

A. Remuneration Policy

Pursuant to the provisions of Section 178 of the Act, the Company has adopted a Policy for Remuneration of Directors, Key Managerial Personnel and Senior Management, which has been amended by the Board of the Company at its Meeting held on January 31, 2025. The Nomination and Remuneration Policy is available at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.

Appointment

Nomination and Remuneration Committee (“NRC”) determines the criteria of appointment to the Board and is vested with the authority to identify candidates for appointment to the Board of Directors. In evaluating the suitability of a person for appointment / continuing to hold appointment as a Director, the NRC takes into account among others, Board diversity, person's eligibility, qualification, expertise, track record, general understanding of the business, professional ethics, integrity and other fit and proper criteria's. Based on recommendation of the NRC, the Board evaluates the candidate(s) and decide on the selection of the appropriate member.

Remuneration

The remuneration of Executive/Non-Executive Directors and Key Managerial Personnel is governed by the external competitive environment, track record, potential, individual performance and performance of the Company as well as industry standards and decided by NRC in accordance to the abovementioned policies.

B. Remuneration to Non-Executive Directors for the financial year ended March 31, 2025

- (i) The Non-Executive Independent Directors are paid compensation in the following manner:
- Sitting fees of INR 65,000/- for attending Board Meeting and INR 65,000/- for attending Committee Meeting.
 - None of the Non-Executive Independent Directors have any pecuniary relationship with the Company.
 - None of the Non-Executive Independent Directors hold any equity shares of the Company.
 - None of the Non-Executive Independent Directors hold any convertible instruments in the Company.
 - Payment of reimbursement of expenses incurred by Non-Executive Independent Directors for participation in the Board and other meetings of the Company.
- (ii) The Non-Executive Non-Independent Director are not paid any sitting fees for attending the Board meeting or Committee Meeting. Further, they don't hold any equity shares or convertible instruments in the Company.

Details of sitting fee/commission paid to the Non-executive directors during the financial year ended March 31, 2025 are as under:

(Rs. in Lakhs)

Directors	Sitting Fees paid for the Board and Committee Meetings held during the financial year ended March 31, 2025	Commission for the financial year ended March 31, 2025, provided as payable in the accounts of the Company for the year under review
Henry D'Souza	14.95	Nil
Pankaj Vaish	16.25	Nil
Rama NS	16.25	Nil
Kalpana Tatavarti*	2.60	Nil
Kartik Ganapathy Iyer**	Nil	Nil

*Resigned dated June 05, 2024

**Appointed w.e.f. June 17, 2024

C. Remuneration paid/payable to Executive Director (Whole-time Director/Managing Director) for the financial year ended March 31, 2025

Following Remuneration were paid to whole-time director and Managing Director during the financial year ended March 31, 2025. The said remuneration was fixed by the Nomination and Remuneration Committee and subsequently approved by the Board of Directors and Shareholders of the Company.

Name & Designation of Executive Director	(Rs. in Lakhs)					Contract Period	Shares held as on March 31, 2025
	Salary	Commission	Company's contribution to Funds	Perquisites & Allowance	Total		
Nachiket Vibhakar Suktankar* Managing Director & CEO	-	-	-	-	-	-	NA
Swaminathan Swamianthan** Managing Director & CEO	-	-	-	-	-	For 3 years with effect from March 04, 2025#	-
Shrenik Kumar Champalal Whole Time Director & CEO	55	-	-	-	55	For 3 years with effect from March 31, 2024	01

*Resigned on March 03, 2025

**Appointed on March 04, 2025

#Subject to the approval of shareholder already proposed through Postal Ballot

Brief terms of employment and details of remuneration of the Executive Directors are as under for FY 2024-25:

Sl. No.	Name of the Director	Swaminathan Swaminathan, Managing Director	Shrenik Kumar Champalal, Whole Time Director
(a)	Salary, benefits, bonuses, stock options, pension etc.	Mr. Swaminathan Swaminathan will draw "Nil" remuneration from the Company as mutually agreed between him and the Company. Reimbursement of travel and out of pocket expenses incurred for business purpose of the Company.	Salary not exceeding INR 60 Lacs per annum Reimbursement of travel and out of pocket expenses incurred for business purpose of the Company.
(b)	Details of fixed component and with the performance criteria;	Nil	Fixed Salary not exceeding INR 60 lakhs per annum. Not entitled for any performance linked incentives.
(c)	Service contracts, notice period, severance fees;	The appointment of Mr. Swaminathan Swaminathan as Managing Director is for period of 3 years with effect from March 04, 2025. Further, his approval from shareholders for the appointment of Managing Director and CEO has already been proposed to shareholders through Postal Ballot via Notice dated April 25, 2025. The process of Postal Ballot is in process as on date of this report.	Mr. Shrenik Kumar Champalal (DIN: 08099410) was appointed as Whole Time Director w.e.f. March 31, 2018. He further got reappointed twice for a term of three years w.e.f. March 31, 2021 to March 30, 2024 and another term w.e.f. March 31, 2024 to March 31, 2027.
(d)	Stock option details, their pricing at the time of issue, period over which accrued and period over which exercisable.	NA	NA

4. RISK MANAGEMENT

The Company has a Risk Management process which provides an integrated approach for managing the risks in various aspects of the business. A writeup on the above is provided in the Management Discussion and Analysis Report.

5. COMMITTEES OF THE BOARD

A. Risk Management Committee

The Risk Management Committee of the Company is constituted in line with the provisions of Regulation 21 of Listing Regulations.

The role, duties and terms of reference of the committee shall, *inter alia*, include the following:

- (1) To formulate a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the Company, including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business continuity plan.
- (2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- (7) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.
- (8) Any other responsibility as may be assigned by the board from time to time.

Composition of the Risk Management Committee

The Composition of the Risk Management Committee as on March 31, 2025 is given below:

Name of the Member	Designation	No. of Meetings attended during the year	Leave of Absence granted
Shrenik Kumar Champalal	Chairman (Whole Time Director & CFO)	2	Nil
Rama NS	Member (Non-Executive Independent Director)	2	Nil
Pankaj Vaish*	Member (Non-Executive Independent Director)	2	Nil
Nachiket Vibhakar Sukhtankar**	Member (Managing Director & CEO)	2	Nil

*Appointed as member as on July 17, 2024

**Ceased to be member due to resignation w.e.f. March 03, 2025

Company Secretary acts as the Secretary of the Risk Management Committee.

During the financial year ended March 31, 2025, 2 (two) meetings of the Risk Management Committee were held on July 19, 2024 and January 13, 2025.

B. Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of Listing Regulations read with Section 177 of the Act.

The role, duties, term of references and powers of the Audit Committee are as follows:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Boards' Report in terms of clause (c) of sub-section 3 of section 134 of the Act.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgement by Management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Modified opinion(s) in the draft audit report.
5. Reviewing with the Management, the quarterly financial statements before submission to the board for approval;
6. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the Management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the utilization of loans and/or advances from/ investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary whichever is lower including existing loans/advances/ investments existing as on the date of coming into force of this provision;
21. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
22. Review the compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively; and
23. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Audit Committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. management letters / letters of internal control weaknesses issued by the statutory auditors;
3. internal audit reports relating to internal control weaknesses;
4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
5. Statement of deviations:
 - a) quarterly statement of deviation(s) including report of monitoring agency if applicable, submitted to stock exchanges in terms of Regulation 32(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - b) annual statement of funds utilized for purposes other than those stated in the offer document /prospectus /notice in terms of Regulation 32(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee shall have powers, which should include the following:

- a) To investigate any activity within its terms of reference.
- b) To seek information from any employee.
- c) To obtain outside legal or other professional advice.
- d) To secure attendance of outsiders with relevant expertise, if it considers necessary.

Composition of the Audit Committee

The Audit Committee as at March 31, 2025 consists of three Non-Executive Independent Directors and one Executive Director as specified below:

Name of the Member	Designation	No. of Meetings held attended during the year	Leave of Absence granted
Rama NS	Chairman (Non-Executive Independent Director)	5	Nil
Henry D'Souza	Member (Non-Executive Independent Director)	5	Nil
Pankaj Vaish	Member (Non-Executive Independent Director)	5	Nil
Shrenik Kumar Champalal	Member (Whole Time Director & CFO)	5	Nil

Company Secretary acts as the Secretary of the Audit Committee.

During the financial year ended March 31, 2025, 5 (Five) meetings of the Audit Committee were held on May 23, 2024; June 17, 2024; August 9, 2024; October 30, 2024; and January 31, 2025.

The previous Annual General Meeting of the Company was held on July 24, 2024 and the Chairperson of the Audit Committee was present at the Annual General Meeting of the Company. All recommendations of the Audit Committee were accepted by the Board.

C. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted in line with Regulation 19(4) read with Part D of Schedule II of the Listing Regulations read with Section 178 of the Act.

The role, duties, terms of references and powers of the Nomination and Remuneration Committee are as follows:

- a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may;
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - consider the time commitments of the candidates.
- c) formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- d) devising a policy on diversity of Board of Directors;
- e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of Director their appointment and removal.
- f) whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- g) recommend to the Board, all remuneration, in whatever form, payable to senior management.
- h) while formulating the policy under sub-section (3) of Section 178 of the Act ensure that —
 - (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Composition of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee as at March 31, 2025 consists of three Non-Executive Independent Directors and one Executive Director as specified below:

Name of the Member	Designation	No. of Meetings attended during the year	Leave of Absence granted
Pankaj Vaish	Chairman (Non-Executive Independent Director)	4	Nil
Henry D'Souza	Member (Non-Executive Independent Director)	4	Nil
Rama NS	Member (Non-Executive Independent Director)	4	Nil
Kalpana Tatavarti*	Member (Non-Executive Non-Independent Director)	1	Nil
Kartik Ganapathy Iyer**	Member (Non-Executive Non-Independent Director)	2	1

*Ceased to be member due to resignation w.e.f. June 05, 2024

**Appointed as member as on June 17, 2024

Company Secretary acts as the Secretary of the Nomination & Remuneration Committee.

During the financial year ended March 31, 2025, 4 (Four) meeting of the Nomination and Remuneration Committee were held on May 23, 2024, October 30, 2024, January 31, 2025 and March 03, 2025

The previous Annual General Meeting of the Company was held on July 24, 2024 and the Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting of the Company. All recommendations of the Nomination and Remuneration Committee were accepted by the Board.

Performance evaluation criteria for Independent Directors

The Nomination and Remuneration policy of the Company lays down the criteria for Directors/Key Managerial Personnel appointment and remuneration including criteria for determining qualification, positive attributes, independence of Directors, criteria for performance evaluation of Executive and Non-Executive Directors (including Independent Directors) and other matters as prescribed under the provisions of the Act and the Listing Regulations as well as the performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated including but not limited to participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgment etc.

D. Stakeholder Relationship Committee

The Stakeholders Relationship Committee has been constituted in line with the provisions of Regulation 20 of the Listing Regulation read with Section 178 of the Companies Act, 2013.

The role, duties, term of references and powers of the Stakeholders Relationship committee are as follows:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

The Stakeholders Relationship Committee as at March 31, 2025 consists of three Non-Executive Independent Directors, one Executive Director and one Non-Executive Non-Independent Director as specified below:

Name of the Member	Designation	No. of Meetings attended during the year	Leave of Absence granted
Henry D'Souza	Chairman (Non-Executive Independent Director)	4	Nil
Pankaj Vaish	Member (Non-Executive Independent Director)	4	Nil
Rama NS	Member (Non-Executive Independent Director)	4	Nil
Shrenik Kumar Champalal	Member (Whole Time Director and CFO)	4	Nil
Kalpna Tatavarti*	Member (Non-Executive Non-Independent Director)	1	Nil
Kartik Ganapathy Iyer**	Member (Non-Executive Non-Independent Director)	2	1

*Ceased to be member due to resignation w.e.f. June 05, 2024

**Appointed as member as on June 17, 2024

During the financial year ended March 31, 2025, 4 (four) meetings of Stakeholders Relationship Committee were held, the dates being May 23, 2024; August 9, 2024; October 30, 2024 and January 31, 2025.

During the financial year ended March 31, 2025, 16 complaints were received from the shareholders and the same were resolved. There are no pending investor complaints as on March 31, 2025.

The previous Annual General Meeting of the Company was held on July 24, 2024 and the Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting of the Company. All recommendations of the Stakeholder Relationship Committee were accepted by the Board.

Name, designation and address of Compliance Officer

Mrs. Radhika Khurana

Compliance Officer

Registered Office: HP Avenue, 39/40,
Electronic City, Hosur Main Road,
Bengaluru 560 100, Karnataka, India

Tel: +91 80 6972 9602

Email: xchangingcompliance@dx.com

E. Corporate Social Responsibility Committee

In compliance with Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has established a Corporate Social Responsibility (CSR) Committee.

The CSR Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013, recommending to the Board the amount of expenditure to be incurred on CSR activities and monitoring the Corporate Social Responsibility Policy of the Company from time to time.

The Composition of the Corporate Social Responsibility Committee (CSR) as on March 31, 2025 is as follows:

Name of the Member	Designation	No. of Meetings held attended during the year	Leave of Absence granted
Henry D'Souza	Chairman (Non-Executive Independent Director)	2	Nil
Pankaj Vaish	Member (Non-Executive Independent Director)	2	Nil
Rama NS	Member (Non-Executive Independent Director)	2	Nil
Shrenik Kumar Champalal	Member (Whole Time Director and CFO)	2	Nil
Kalpana Tatavarti*	Member (Non-Executive Non-Independent Director)	1	Nil
Kartik Ganapathy Iyer**	Member (Non-Executive Non-Independent Director)	Nil	Nil

*Ceased to be member due to resignation w.e.f. June 05, 2024

**Appointed as member as on June 17, 2024

Company Secretary acts as the Secretary of the Corporate Social Responsibility Committee.

During the financial year ended March 31, 2025, 2 (two) meeting of the CSR Committee was held; the date being May 23, 2024 and June 17, 2024.

6. GENERAL BODY MEETINGS

A. Details of Annual General Meetings and Special Resolutions passed

The details of date, time, location and special resolutions at Annual General Meeting (AGM) held in last 3 (three) years are as under:

Date	Time	Venue	Special Resolutions Passed	Directors' Attendance at AGM
July 24, 2024	10:00 A.M.	Video Conferencing / Other Audio Visual Means ("VC"/ "OAVM")	1. Re-appointment of Mr. Nachiket Vibhakar Sukhtankar (DIN: 08778377) as Managing Director & CEO of the Company for a period of three years	1. Nachiket Vibhakar Sukhtankar 2. Henry D'Souza 3. Rama NS 4. Kartik Ganapathy Iyer 5. Shrenik Kumar Champalal 6. Pankaj Vaish
August 25, 2023	10:00 A.M.	Video Conferencing / Other Audio Visual Means ("VC"/ "OAVM")	1. Re-appointment of Mr. Shrenik Kumar Champalal (DIN: 08099410) as Whole-time director (Executive Director) of the Company. 2. Re-appointment of Mrs. Nonavinakeri Srinivasaiyengar Rama (DIN: 06720033) as Independent Director of the Company. 3. Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013. 4. Adoption of new set of Articles of Association of the Company	1. Nachiket Vibhakar Sukhtankar 2. Henry D'Souza 3. Rama NS 4. Kalpana Tatavarti 5. Shrenik Kumar Champalal
August 3, 2022	11:00 A.M.	Video Conferencing / Other Audio Visual Means ("VC"/ "OAVM")	1. Appointment of Mr. Pankaj Vaish as an Independent Director of the Company	1. Nachiket Vibhakar Sukhtankar 2. Henry D'Souza 3. Pankaj Vaish 4. Rama NS 5. Kalpana Tatavarti 6. Shrenik Kumar Champalal

B. Extraordinary General Meeting & Postal Ballot

No Extraordinary General Meeting & Postal Ballot was conducted during the financial year 2024-2025

C. Whether any special resolution proposed to be conducted through postal ballot: Based on the recommendation of NRC, and in terms of the provisions of the Act, the Board of Directors appointed Swaminathan Swaminathan as a Managing Director and CEO of the Company effective March 4, 2025. A Special Resolution seeking member's approval for his appointment is being sought through Postal Ballot, for which the remote e-voting period commenced on April 29, 2025 and will end on May 28, 2025

D. Procedure for Postal Ballot: The postal ballot in progress is carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time.

7. DISCLOSURES:

- i. There are no materially significant related party transactions of the Company which pose a potential conflict with the interest of the Company except as mentioned in Point no. 6 (B). The Related Party Transaction Policy of the Company is available at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>
- ii. The Material Subsidiary Policy of the Company as approved by the Board of Directors is available at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>
- iii. The Familiarization Programme for Independent Directors as approved by the Nomination and Remuneration Committee of the Company is available at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>
- iv. The Board of Directors of the Company have adopted the Code of Practices and Procedures for Fair Disclosure of Price-Sensitive Information in concurrence with the requirement under SEBI (Prohibition of Insider Trading) Regulations, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2019; and Revised Code of Conduct for Prevention of Insider Trading. The aforesaid code is available at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.
- v. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to capital markets, during last three years: BSE Limited and National Stock Exchange of India Limited or any other Statutory Authority have not levied any penalty on the Company for last three years.
- vi. In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a 'Code of Conduct to regulate, monitor and report trading by designated persons in listed or proposed to be listed securities' of your Company ("the Code"). The Code aims at preserving and preventing misuse of unpublished price sensitive information. All Designated Persons (including Directors, Key Managerial Personnel and employees) of your Company are covered under the Code, which provides inter alia for periodical disclosures and obtaining pre-clearances for trading in securities of your Company. The Code is also available at the website of the Company at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.
- vii. The Company has received few routine explanations/letters from the stock exchanges/SEBI and replied accordingly within prescribed time.
- viii. In accordance with the requirement of Section 177 of the Act and the Rules made there under and Regulation 22 of the Listing Regulations, the Company has formulated a 'Vigil Mechanism/Whistle Blower Policy'. No employee/ personnel have been denied access to the Audit Committee. The Vigil Mechanism / Whistle Blower Policy is available on the website of the Company at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.
- ix. The Company has not raised funds through preferential allotment or qualified institutions placement during the last year.
- x. The Company has not adopted a treatment different from that prescribed in accounting standards.
- xi. The Company has taken certificate from a Company Secretary in Practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The same certificate is provided in Boards' Report forming part of Annual Report.
- xii. There are no pecuniary relationships or transactions between Non-Executive Directors and the Company. The Independent Directors are not paid any remuneration other than the sitting fee for attending meetings of the Board and the Committees thereof as approved by the Board.
- xiii. Details of compliance with mandatory requirements and adoption of non-mandatory requirements of Regulation 34(3) of the Listing Regulations read with Schedule V of the Listing Regulations:
The Company has complied with all the mandatory requirements of the Listing Regulations.
The Company has adopted following discretionary requirements as specified in Part E of Schedule II of Regulation 27(1) of the Listing Regulations:

- a. **Audit Qualifications:** During the year under review, there is no audit qualification in your Company's Financial Statements nor has there been a matter of emphasis made during the year. Your Company continues to adopt best practices to ensure a regime of financial statements with unmodified audit opinion.
- b. **Reporting of Internal Auditor:** Internal Auditors of the Company directly report to Audit Committee. and attends the meetings of the Committee on a regular basis. Internal audit findings are reported to the Audit Committee.
- xiv. The Board of Directors have accepted all recommendations of its committees.
- xv. The total fees for all services paid by the Company and its subsidiary(ies), on a consolidated basis, to the Statutory Auditor of the Company for the year ended March 31, 2025 is provided in notes to the Consolidated Financial Statements forming part of the Annual Report.
- xvi. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided in Boards' Report forming part of the Annual Report.
- xvii. Details of the material subsidiaries of the Company including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

Name of the material subsidiary	Xchanging Solutions USA Inc	Xchanging Solutions Singapore Pte Limited
Date and place of Incorporation	February 14, 2000 in Delaware, USA.	January 4, 1994 – Singapore
Name of the Statutory Auditor	U.S. law does not require the	CHANGANN PAC appointment of a statutory auditor
Date of appointment of Statutory Auditor		September 15, 2023

- xviii. Disclosures by the Company and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount' are provided in financial statements for the financial year ended March 31, 2025.
- xix. The Company has complied with Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations.
- xx. Since the Company is in the IT industry, there is no commodity price risk and hence there was no commodity hedging activity
- xxi. During FY 2024-25, no penalties were levied on the Directors, KMP or Senior Management Personnel of the Company by any statutory or regulatory authority.
- xxii. **Transfer of shares to the IEPF**

Pursuant to the provisions of the Act, read with the IEPF Rules, the Company is required to transfer equity shares to the IEPF in respect of which dividends have not been claimed for 7 (seven) consecutive years. As on March 31, 2025, there are no shares in respect of which dividends have remained unpaid/ unclaimed for 7 (seven) consecutive years, in accordance with the applicable provisions of the Act and IEPF Rules.

Ms. Radhika Khurana, Company Secretary and Compliance officer is appointed as the Nodal Officer under Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Details of Nodal Officer are as follows:

Name, designation and address of Nodal Officer

Mrs. Radhika Khurana

Company Secretary & Compliance Officer

Registered Office: HP Avenue, 39/40,
Electronic City, Hosur Main Road,
Bengaluru 560 100, Karnataka, India

Tel: +91 80 6972 9602

Email: xchangingcompliance@dxc.com

- xxiii. Disclosure with respect to demat suspense account / unclaimed suspense account – Nil
- xxiv. **Disclosure of Certain Types of Agreements Binding Listed Entities:** The Company has not been informed of any agreement under Regulation 30A(1) read with clause 5A of paragraph A of Part A of Schedule III of the SEBI Listing Regulations. Accordingly, there was no requirement for disclosing the same.

8. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board. These are also published in the prescribed format within 48 hours of the conclusion of the Board Meeting, in which they are considered, generally in all the editions of “The Financial Express” the National English daily, circulating in most parts of India and in “Sanjevani”, the newspapers published in the regional language of the place, where the Company’s registered office of the Company is situated. The details of financial information are also available at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>.

All the official news releases are also published on the Company’s website.

The Company has designated an email id exclusively for its shareholders viz., xchangingcompliance@dxc.com for the purpose of registering complaints by investors.

The Company has not made any presentation to Institutional investors or to the analysts.

9. GENERAL SHAREHOLDERS’ INFORMATION:

1. Annual General Meeting

Date and Time : Tuesday, August 12, 2025 at 10:00 A.M.
 Venue : through Video Conferencing / Other Audio Visual Means

2. Financial Calendar

The financial calendar of the Company is reproduced below:

Annual General Meeting	August 12, 2025
Results for quarter ending June 30, 2025	August 2025
Results for quarter ending September 30, 2025	October 2025
Results for quarter ending December 31, 2025	February 2026
Results for year ending March 31, 2026	May 2026

3. **Cut-off Date** : **Tuesday, August 05, 2025**
 4. **Dividend payment date** : **As mentioned in the notice of the 24th AGM.**
 5. **Listing on the Stock Exchanges**

Equity Shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited. Annual Listing fee for the year 2025-2026, has been paid to the above Stock Exchanges.

The annual custodial fee of CDSL and NSDL for the year 2025-2026 has also been paid.

Scrip Code:

NSE : XCHANGING

BSE : 532616

6. Registrars and Transfer Agent:

KFin Technologies Limited
 (Formerly known as KFin Technologies Private Limited)
 Selenium Tower B, Plot 31-32, Gachibowli,
 Financial District, Nanakramguda,
 Hyderabad – 500 032.
 Phone: 040-67162222
 Email: einward.ris@kfintech.com
 Website: www.kfintech.com

7. Share Transfer System:

As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Shareholders have been intimated that effective April 01, 2019; transfer of shares shall not be processed unless the shares are held in the dematerialized form with the depository. Periodic reminders were sent to the Shareholders, who held the shares in the physical form, to convert them in dematerialised mode to avoid any inconvenience in future regarding the transferability of the shares. Shareholders who wish to understand the procedure for dematerialisation of shares may contact the Company or its RTA.

8. Shareholding Pattern

a. Categories of Shareholding as on March 31, 2025

Category	No. of Shares held	% of shareholding
Promoters	83552787	75.00
Banks, Qualified institutional buyers, Mutual Funds, NBFCs	332882	0.30
Foreign Portfolio Investor	7539	0.01
Corporate Bodies	912226	0.82
Resident Individual/HUF	25986938	23.33
NRIs/OCBs/Foreign National/Foreign Corporate Bodies	611182	0.55
Clearing member/Trust	162	0.00
Total	111403716	100.00

b. Distribution of Shareholding as on March 31, 2025

S. No.	No. of shares	No. of shareholders	% of total shareholders	No. of shares	% to equity
1	1-5000	80902	99.33	19916105	17.88
2	5001 - 10000	331	0.41	2413217	2.17
3	10001 - 20000	143	0.18	2107758	1.89
4	20001 - 30000	34	0.04	837921	0.75
5	30001 - 40000	9	0.01	314832	0.28
6	40001 - 50000	6	0.01	280086	0.25
7	50001 - 100000	9	0.01	611419	0.55
8	100001 and above	11	0.01	84922378	76.23
	TOTAL	81445	100.00	111403716	100.00

9. Dematerialisation of shares and liquidity

The Company's shares are compulsorily traded in the dematerialized form. The Company has arrangements with both National Securities Depository Limited ('NSDL') and Central Depository Services Limited ('CDSL') for demat facility. As on March 31, 2025, 111,309,747 shares representing 99.91% of the Company's total shares were held in dematerialized form and the balance 93,969 shares representing 0.09% of the Company's total shares were in the physical form. The Company's shares are regularly traded on the National Stock Exchange of India Limited and BSE Limited.

ISIN: INE 692G01013

10. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:

There are no outstanding GDRs/ADRs/Warrants.

11. Plant locations:

In view of the nature of the Company's business viz., Information Technology (IT) Services; the Company operates from various offices in India and abroad but does not have any manufacturing plant.

12. Address for correspondence:

Shareholders may correspond with the Company at the Registered Office of the Company or at the office of Registrars and Transfer Agent of the Company.

Registered Office of the Company	Registrars and Transfer Agent of the Company
Xchanging Solutions Limited HP Avenue, 39/40, Electronic City, Hosur Main Road, Bengaluru 560 100, Karnataka, India Phone +91 80 6972 9602 Email: xchangingcompliance@dxc.com	KFin Technologies Limited (Formerly known as KFin Technologies Private Limited) Selenium Tower B, Plot 31 - 32 Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Phone +91 40 6716 2222 Email: einward.ris@kfintech.com Website: www.kfintech.com

13. Credit Ratings: The Company is not required to take credit rating.

14. The Securities of the Company are not suspended from trading in the Stock Exchanges.

15. Compliance certificate by the Practicing Company Secretary:

The Company has obtained a certificate from the Practicing Company Secretary regarding the compliance of conditions of Corporate Governance as stipulated under Schedule V (E) of the Listing Regulations, which is annexed herewith as **Annexure-B**.

16. Green Initiatives by MCA:

In compliance with the provisions of Section 20 of the Act and as a continuing endeavour towards the 'Go Green' initiative, the Company sends all correspondence/ communications through email to those Members who have registered their e-mail id with their depository participant's/ RTA.

COMPLIANCE CERTIFICATE

To
The Board of Directors
Xchanging Solutions Limited
HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru 560 100,
Karnataka, India

We, Swaminathan Swaminathan, Managing Director & Chief Executive Officer and Shrenik Kumar Champalal, Whole Time Director & Chief Financial Officer hereby certify to the Board that;

- a. We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2025 and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee:
 - (i) There are no significant changes in the internal control over financial reporting during the financial year ended March 31, 2025;
 - (ii) There are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) There have been no instances of significant fraud of which we have become aware and involvement therein of the management or an employee having a significant role in the Company's internal control over financial reporting.
- e. We further declare that all Board Member and senior personnel have affirmed compliance with the code for the current year.

For and on behalf of the Board of Directors,

Swaminathan Swaminathan
Managing Director & CEO
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director & CFO
DIN: 08099410

Place: Chennai
Date: May 21, 2025

Place: Bengaluru
Date: May 21, 2025

ANNEXURE-B TO CORPORATE GOVERNANCE REPORT

CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members
Xchanging Solutions Limited
HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru
Karnataka-560100, India
[CIN: L72200KA2002PLC030072]

We have examined the compliance of conditions of Corporate Governance by Xchanging Solutions Limited (“**the Company**”), for the financial year ended March 31, 2025 as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) pursuant to the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the management of the Company including the preparation and maintenance of all the relevant records and documents. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations for the year ended on March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M/s. MAKS & Co.,**
Company Secretaries
[FRN P2018UP067700]

Ankush Agarwal
Partner
Membership No: F9719
Certificate of Practice No: 14486
Peer Review Certificate No.: 2064/2022
UDIN: F009719G000400857

Date: 21-05-2025
Place: Noida (U.P.)

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

SECTION A- GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L72200KA2002PLC030072
2.	Name of the Listed Entity	Xchanging Solutions Limited
3.	Year of incorporation	01/02/2002
4.	Registered office address	HP Avenue, 39/40, Electronic City, Hosur Main Road, Bengaluru, Karnataka-560100, India
5.	Corporate address	HP Avenue, 39/40, Electronic City, Hosur Main Road, Bengaluru, Karnataka-560100, India
6.	E-mail	xchangingcompliance@dx.com
7.	Telephone	+91 80 6972 9602
8.	Website	https://dx.com/in/en/about-us/xchanging-solutions-limited-investor-relations
9.	Financial year for which reporting is being done	2024-25
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited; and National Stock Exchange of India Limited
11.	Paid-up Capital	Rs. 111,40,37,160/- (as on March 31, 2025)
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Radhika Khurana, Company Secretary, +91 80 6972 9602, xchangingcompliance@dx.com
13.	Reporting boundary Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures under this report are made on standalone basis.
14.	Name of the assurance provider	Not Applicable (NA)
15.	Type of assurance provider	NA

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Information Technology	IT Software, IT Hardware & ITES	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Computer programming activities	6201	100%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	Nil	2	2
International	Nil	Nil	Nil

Business Responsibility and Sustainability Reporting

19. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	2 offices-Bengaluru and Chennai
International (No. of Countries)	No office outside India

b. What is the contribution of exports as a percentage of the total turnover of the entity? : 69.86%

c. A brief on types of customers: The Company is providing IT & ITES related services to the Banks and Private Sector Companies.

IV. Employees

20. Details as at the end of Financial Year 2024-25

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No (B)	% (B/A)	No (C)	% (C/A)
Employees						
1	Permanent (D)	95	72	75.78%	23	24.21%
2	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3	Total employees (D + E)	95	72	75.78%	23	24.21%
Workers						
1	Permanent (F)	Nil	Nil	Nil	Nil	Nil
2	Other than Permanent (G)	Nil	Nil	Nil	Nil	Nil
3	Total Workers (F + G)	Nil	Nil	Nil	Nil	Nil

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No (B)	% (B/A)	No (C)	% (C/A)
Differently Abled Employees						
1	Permanent (D)	Nil	Nil	Nil	Nil	Nil
2	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3	Total differently abled employees (D + E)	Nil	Nil	Nil	Nil	Nil
Differently Abled Workers						
1	Permanent (F)	Nil	Nil	Nil	Nil	Nil
2	Other than Permanent (G)	Nil	Nil	Nil	Nil	Nil
3	Total Workers (F + G)	Nil	Nil	Nil	Nil	Nil

21. Participation/Inclusion/Representation of women at the end of Financial Year 2024-25

	Total(A)	No. and percentage of Females	
		No(B)	%(B/A)
Board of Directors	6	1	16.66%
Key Management Personnel	3	1	33%

22. Turnover rate for permanent employees and workers. (Disclose trends for the past 3 years)

	2024-25			2023-24			2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	8.63%	14.01%	9.90%	6.1%	Nil	4.9%	19.70%	33.30%	22.11%
Permanent Workers	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Business Responsibility and Sustainability Reporting

V. Holding, Subsidiary and Associate Companies (including Joint Ventures)

23. (a) Names of Holding / Subsidiary / Associate companies / Joint ventures.

S. No.	Name of the Holding/ Subsidiary/ Associate Companies/ Joint Ventures (A)	Indicate whether Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Xchanging Solutions Singapore Pte Limited	Subsidiary	100%	No DXC Technology Company, US (“DXC”) is the ultimate parent entity of the Company and its Subsidiaries. All Policies / practices to the extent relevant are also applicable to the subsidiaries of DXC Technology Company, US, in conformity with the applicable laws
2	Xchanging Solutions (USA), Inc.	Subsidiary	100%	No DXC Technology Company, US is the ultimate parent entity of the Company and its Subsidiaries. All Policies / practices to the extent relevant are also applicable to the subsidiaries of DXC Technology Company, US, in conformity with the applicable laws
3	Xchanging Mauritius Limited	Promoter (Holding Company)	52.07%	No DXC Technology Company, US is the ultimate parent entity of the Company and its Subsidiaries. All Policies / practices to the extent relevant are also applicable to the subsidiaries of DXC Technology Company, US, in conformity with the applicable laws
4	Xchanging Technology Services India Private Limited	Promoter	19.16%	No DXC Technology Company, US is the ultimate parent entity of the Company and its Subsidiaries. All Policies / practices to the extent relevant are also applicable to the subsidiaries of DXC Technology Company, US, in conformity with the applicable laws
5	DXC Technology India Private Limited	Promoter	3.77%	No DXC Technology Company, US is the ultimate parent entity of the Company and its Subsidiaries. All Policies / practices to the extent relevant are also applicable to the subsidiaries of DXC Technology Company, US, in conformity with the applicable laws

VI. CSR Details

24. (i). Whether CSR is applicable as per Section 135 of Companies Act, 2013: (Yes/No) - Yes
(ii). Turnover (in Rs.) - Rs. 3,689 lakhs as on March 31, 2025.
(iii). Net worth (in Rs.) - Rs. 28,976 lakhs as on March 31, 2025.

Business Responsibility and Sustainability Reporting

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct :

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)*	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, the Company has a robust grievances redressal mechanism, including an online portal called Ethics Point/Speak Up forum, wherein any person (whether an employee, ex-employee or third party) can report his/her/their complaint/concern (including violation of HR, if applicable) as well as be appraised as to its progress/resolution. Beside this, there is a dedicated email ID wherein any person can email their grievances.	Nil	Nil	NA	Nil	Nil	NA
Investors(other than shareholders)	Yes, the Company has a robust grievances redressal mechanism, including an online portal called Ethics Point/Speak Up forum, wherein any person (whether an employee, ex-employee or third party) can report his/her/their complaint/concern (including violation of HR, if applicable) as well as be appraised as to its progress/resolution. Beside this, there is a dedicated email ID wherein any person can email their grievances.	Nil	Nil	NA	Nil	Nil	NA
Shareholders	Yes, Company is following strong Grievance Redressal Mechanism and has separate committee of Directors i.e. Stakeholders' Relationship Committee	16	Nil	Resolved	17	Nil	Resolved
Employees and workers	Yes, the Company follows global DXC's Code of Conduct supplemented by specific policies like POSH etc, which clearly calls out that no form of retaliation will be acceptable. Employees are educated on the appropriate channels to report any form of retaliation displayed against them or anyone else through HR/Manager/Legal/Ethics channels.	Nil	Nil	NA	Nil	Nil	NA
Customers	Yes, Service Level Agreement and Escalation matrix mentioned in Agreement	Nil	Nil	NA	Nil	Nil	NA
Value Chain partners	Yes, Value Chain Partners can raise complaints with the Company.	Nil	Nil	NA	Nil	Nil	NA
Other (please specify)	Nil	Nil	Nil	NA	Nil	Nil	NA

* Policies are available on DXC's intranet.

26. Overview of the entity's material responsible business conduct issues.

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

Business Responsibility and Sustainability Reporting

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.					

SECTION B - MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations further, some policies are available on DXC's intranet								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	-	-	-	-	-	-	-	-	-
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Nil								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	NA	NA	NA	NA	NA	NA	NA	NA	NA
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	The Company provides IT & ITES related services and the Company has adopted work from home policy. Therefore, Company has limited applicability of NGRBC principles. However, the Company strives to follow applicable directions/ guidelines provided by the Government of India. Further, efforts are being made on the ESG front to contribute to the community through CSR activities.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	DXC Technology Company, US, the ultimate parent entity of the Company made this policy and it is applicable for all its subsidiaries including Xchanging Solutions Limited								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	No								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	All the policies of the Company are approved by the Board and reviewed periodically or on a need basis.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company complies with the regulations, rules and principles as are applicable																	

Business Responsibility and Sustainability Reporting

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No).
If yes, provide name of the agency.

Sr. No.	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	No	No	No	No	No	No	No	No	No

12. If answer to question (1) above is No i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	Not Applicable								
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	Not Applicable								
It is planned to be done in the next financial year (Yes/No)	Not Applicable								
Any other reason (please specify)	Not Applicable								

SECTION C - PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage covered by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programs held	Topics/principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programmes
Board of Directors	4	Key Developments, Regulatory updates, Review of Policy & procedures	100%
Key Managerial Personnel	4	Code of Conduct, Business Ethics responsible business decision making, Accountable leadership, Ethical obstacles strategy guide	100%
Employees other than BoD and KMPs	2	Code of Conduct, Business Ethics responsible business decision making, Accountable leadership, Ethical obstacles strategy guide	100%
Workers	0	0	0

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):

Monetary					
Category	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In Rs.)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Nil	Nil	Nil	NA	NA
Settlement	Nil	Nil	Nil	NA	NA
Compounding fee	Nil	Nil	Nil	NA	NA

Business Responsibility and Sustainability Reporting

Non-Monetary				
Category	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

S. No.	Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
1	Nil	Nil

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

We firmly believe and adhere to transparent, fair and ethical governance practices to encourage professionalism, honesty, integrity and ethical behavior. The Code of Conduct (“the Code”) of DXC Technology Company, Ultimate Holding Company, USA, which is applicable to all the employees and Board Members of the Company, and which lays down the important corporate ethical practices that shape the Company’s business practices and represents the ever cherished values of the Company. The Code is an extension of our values and reflects our continued commitment to ethical business practices across our operations. In this endeavor to create enduring value for all our stakeholders and to ensure the highest level of honesty, integrity and ethics in all its operations, the Company has adopted the ‘Whistle Blower Policy’. Through this Policy, the Company encourages its stakeholders to bring to the Company’s attention any instances of unethical behavior, actual or suspected incidents of fraud or violation of Company’s Code of Business Conduct that could adversely impact the Company’s operation, business performance and reputation. In order to protect investors’ interest, the Company has adopted this Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons.

Please refer policy:

<https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations#accordion-013947e1a1-item-ce5e7de97f>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Category	FY 2024-25	FY 2023-24
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. Details of complaints with regard to conflict of interest:

Category	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	NA	Nil	NA
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	NA	Nil	NA

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.- Not Applicable

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2024-25	FY 2023-24
Number of days of accounts payable	65.81	85.40

Business Responsibility and Sustainability Reporting

9. Open-ness of the business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties in the following format:

Parameters	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	Nil	Nil
	b. Number of trading houses where purchases are made from	Nil	Nil
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	Nil	Nil
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	Nil	Nil
	b. Number of dealers / distributors to whom sales are made	Nil	Nil
	c. Sales to top 10 dealers/distributors as % of total sales to dealers / distributors	Nil	Nil
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	81.20%	78.90%
	b. Sales (Sales to related parties / Total Sales)	65.42%	76.40%
	c. Loans & advances (Loans & advances given to related parties/ Total loans & advances)	0%	0%
	d. Investments (Investments in related parties / Total Investments made)	100%	100%

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

S. No.	Total number of awareness programmes held	Topics / principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	Nil	Nil	Nil

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No)
If Yes, provide details of the same.

Yes. The Company receives an annual declaration (changes from time to time) from its Board members and KMP on the entities they are interested in and ensures requisite approvals as required under the statute as well as the Company's policies are in place before transacting with such entities / individuals.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Category	Current Financial Year (2024-25)	Previous Financial Year (2023-24)	Details of improvements in environmental and social impacts
R&D	Nil	Nil	Nil
Capex	Nil	Nil	Nil

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)- Yes

b. If yes, what percentage of inputs were sourced sustainably?

The Company is conscious of the role of sustainability in its business and actively collaborates with vendors and suppliers to raise ethical and environmental standards.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Business Responsibility and Sustainability Reporting

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

S. No.	NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.						

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

S. No.	Name of Product / Service	Description of the risk / concern	Action Taken
Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services. Further, all IT assets are safely disposed through industry-approved e-waste vendors.			

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2024-25	FY 2023-24
Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services. Further, all IT assets are safely disposed through industry-approved e-waste vendors.		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tons) reused, recycled, and safely disposed, as per the following format:

	FY 2024-25			FY 2023-24		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	Not applicable. The Company provides IT and ITES related services, the Company does not manufacture any product. Further, All IT assets are safely disposed through industry-approved e-waste vendors.					
E-waste						
Hazardous waste						
Other waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

S. No.	Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
1	Not applicable. The Company provides IT and ITES related services, the Company does not manufacture any product.	

Business Responsibility and Sustainability Reporting

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential Indicators

1. a. Details of measures for the well-being of employees (Permanent Employees).

Category	% of employees covered by										
	Total(A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Employees											
Male	72	72	100%	72	100%	NA	100%	72	100%	NA	NA
Female	23	23	100%	23	100%	23	100%	NA	NA	NA	NA
Total	95	95	100%	95	100%	23	100%	72	100%	NA	NA
Other than permanent Employees											
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

b. Details of measures for the well-being of workers.

Category	% of employees covered by										
	Total(A)	Health insurance		Accident insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Workers											
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Other than permanent Workers											
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent)

Category	FY 2024-25	FY 2023-24
Permanent Employee		
Cost incurred on well- being measures as a % of total revenue of the company	0.49%	0.54%
Other than permanent Employees		
Cost incurred on well- being measures as a % of total revenue of the Company	Nil	Nil
Workers- Permanent and other than permanent		
Cost incurred on well- being measures as a % of total revenue of the Company	Nil	Nil

2. Details of retirement benefits.

Benefits	No. of employees covered as a % of total employees.	No. of workers covered as a % of total workers.	Deducted and deposited with the authority	No. of employees covered as a % of total employees.	No. of workers covered as a % of total workers.	Deducted and deposited with the authority
	FY 2024-25			FY 2023-24		
PF	100%	Nil	Yes	100%	Nil	Yes
ESI	1%	Nil	Yes	Nil	Nil	Nil
SA	Nil	Nil	Nil	Nil	Nil	Nil
NPS	7%	Nil	Yes	5%	Nil	Yes
GRATUITY	100%	Nil	Yes	100%	Nil	Yes

Business Responsibility and Sustainability Reporting

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.-

Yes, however, the Company has adopted work from home policy.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.-

The Company, being an equal opportunity employer, believes in promoting diversity and inclusion in its work culture, which allows all employees to contribute wholly with their skills, experience and perspective for creating unmatched value for all stakeholders. The Company endeavours to provide a safe, secure, and congenial work environment so that employees can deliver their best without inhibition.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

No employee has availed Parental leave in the FY 2024-25.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	NA	NA
Female	100%	100%	NA	NA
Total	100%	100%	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

Yes, Each employee has a Human Resources Business Partner (HRBP) that they can reach out to, to report any grievance apart from their Business Managers. HRBPs work with Business to resolve the issue and involve the Employee Relations Team and Legal whenever required. Employee can also report their grievances through the Ethics Channel or through the speak-up channel which ensures the anonymity of the complainant.

Category	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Nil
Other than Permanent Workers	Nil
Permanent Employees	Yes
Other than Permanent Employees	Nil

7. Membership of employees and workers in Association(s) or Unions recognised by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total employees/ workers in respective category (A)	No. of employees/ workers in respective category, who are part of Association(s) or Union(B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of Association(s) or Union(D)	%(D / C)
Total Permanent Employees	95	Nil	Nil	104	Nil	Nil
- Male	72	Nil	Nil	82	Nil	Nil
- Female	23	Nil	Nil	22	Nil	Nil
Total Permanent Workers	Nil	Nil	Nil	Nil	Nil	Nil
- Male	Nil	Nil	Nil	Nil	Nil	Nil
- Female	Nil	Nil	Nil	Nil	Nil	Nil

Business Responsibility and Sustainability Reporting

8. Details of training given to employees and workers:

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	72	65	90%	65	90%	82	82	100%	82	100%
Female	23	22	96%	22	96%	22	22	100%	22	100%
Total	95	87	92%	87	92%	104	104	100%	104	100%
Workers										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

9. Details of performance and career development reviews of employees and workers

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	73	71	99%	82	81	98.90%
Female	23	22	96%	22	22	100%
Total	95	93	98%	104	103	99.10%
Workers						
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA

10. Health and safety management system:

Not Applicable as the Company has adopted work from home policy. However, the Company extends the benefit of medical insurance, term life insurance and Group Personal Accident Policy for all its employees. Further, the Company has in place the Conviction of Safety Policy which compensates the employees in the unfortunate event of Death or Permanent / Temporary disablement. Benefits like provident fund, extended gratuity payment and superannuation are settled on priority.

- Whether an occupational health and safety management system has been implemented by the entity? **(Yes/ No)**. If yes, the coverage such system? - Not Applicable as the Company is a IT Company and has adopted work from home policy.
- What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity? -Not Applicable as the Company is a IT Company and has adopted work from home policy.
- Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Yes/No) - Not Applicable as the Company is a IT Company and has adopted work from home policy.
- Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? **(Yes/ No)** - Not Applicable as the Company is a IT Company and has adopted work from home policy.

11. Details of safety related incidents, in the following format:

Not Applicable as the Company has adopted work from home policy.

Safety Incident/Number	Category	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

Business Responsibility and Sustainability Reporting

12. Describe the measures taken by the entity to ensure a safe and healthy workplace. –

Not Applicable as the Company has adopted work from home policy.

13. Number of complaints on the following made by employees and workers.

Not Applicable as the Company has adopted work from home policy.

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

14. Assessments for the year:

Not Applicable as the Company has adopted work from home policy.

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	Nil
Working Conditions	Nil

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.-

Not Applicable as the Company has adopted work from home policy.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).-

The Company extends the benefit of medical insurance, term life insurance and Group Personal Accident Policy for all its employees. Further, the Company has in place the Conviction of Safety Policy which compensates the employees in the unfortunate event of Death or Permanent / Temporary disablement. Benefits like provident fund, extended gratuity payment and superannuation are settled on priority.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Yes, the Company checks the data before Statutory remittances and do Maker, Checker concept as per SOX compliance.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Not Applicable as the Company has adopted work from home policy.

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	Nil	Nil	Nil	Nil
Workers	Nil	Nil	Nil	Nil

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No) –

Yes, the Company provides access to online training portal for a period of 90 days following termination of employment.

Business Responsibility and Sustainability Reporting

5. Details on assessment of value chain partners:-

Not applicable as the Company has adopted work from home policy.

Category	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	Nil
Working Conditions	Nil

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not applicable as the Company has adopted work from home policy.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.-

The Company first identifies all its key stakeholders on a regular basis, who could be impacted by Company's operations evaluates them based on their ability to influence the Company and understand what matters the most to them.

Our stakeholders are our shareholders, clients, employees, suppliers, government / regulators and the community.

2. List of stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

S. No.	Stakeholder Group	Whether identified as Vulnerable & Marginalized Group(Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others	Frequency of engagement (Annually/ Half yearly/Quarterly/ others – please specify)	Objectives	Purpose and scope of engagement including key topics and concerns raised during such engagement
1	Shareholders	No	<ul style="list-style-type: none"> • Stock Exchange Intimations • Newspaper • Website • Email as and when required 	Annually/Half yearly/ Quarterly/ others as required	<ul style="list-style-type: none"> • Quarterly results • Annual general meeting • Financial reports 	Nil
2	Clients	No	<ul style="list-style-type: none"> • Client visit • Meetings • Email 	Need basis	<ul style="list-style-type: none"> • Business value • Innovation 	Nil
3	Suppliers	No	<ul style="list-style-type: none"> • Meetings • Facility visits • Email 	Need Basis	Suppliers are contacted regularly to ensure material quality, safety and timely availability amongst other critical services to ensure continuity of business operations.	Nil
4	Employees	No	<ul style="list-style-type: none"> • Email • Townhall meetings • Surveys 	Need Basis	<ul style="list-style-type: none"> • Career opportunities • Health & safety • Learning & development 	Nil
5	Government/ Regulators	No	<ul style="list-style-type: none"> • Email • Stock Exchange Disclosures 	Need basis	<ul style="list-style-type: none"> • Good governance • Compliance 	Nil
6	Community	No	<ul style="list-style-type: none"> • Email • Visits 	Need basis	<ul style="list-style-type: none"> • Access to healthcare • Access to education • Improved livelihoods 	Nil

Business Responsibility and Sustainability Reporting

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company is committed to delivering a robust and comprehensive Corporate Social Responsibility plan to improve the lives of underprivileged communities. Through our social impact initiatives, we are working on skilling and employability of youth, women and people with disabilities, climate and the environment, gender and diversity, education and digital literacy.

The process involves consultations with key stakeholders, including implementation partners and community representatives to help shape program design and delivery.

Progress is tracked through monitoring systems, including real-time dashboards, field reports, and impact assessments. These insights are reviewed periodically and shared with the Board to ensure alignment with our social impact goals. Feedback from the Board is actively incorporated into future planning, ensuring our initiatives remain responsive, inclusive, and outcome driven.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.-

Yes, stakeholder consultation plays a critical role in identifying and managing environmental and social topics. Our engagement process include implementation partners, community representatives, monitoring and evaluation advisory services and independent impact assessment agencies to gain deeper insights into on-ground needs and challenges.

Inputs from stakeholders directly informed key strategic adjustments, such as advancing the MoU signing timeline for better planning, organizing partner alignment sessions to improve program delivery and impact governance and transparency. The feedback was consolidated and shared with the Board, whose guidance shaped subsequent policy and execution decisions. This approach ensures that our CSR efforts not only align with our values but are also responsive to stakeholder needs and contribute to equitable development.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.-

Xchanging Solutions Limited remains committed to empowering vulnerable and marginalized communities through targeted skill development and employability initiatives. In FY 2024-25, we enrolled over 1100 individuals-including youth, women from underserved backgrounds, and Persons with Disabilities-across key domains such as IT support, digital marketing, and financial literacy

Our programs ensured access to quality training, safe learning environments, and job placement support, with over 600 of participants securing employment. Special focus was given to enabling economic independence for women and bridging opportunity gaps for PwDs through residential support and career readiness interventions. These efforts reflect our inclusive approach to stakeholder engagement and our sustained action to create equitable pathways to livelihood.

PRINCIPLE 5 Businesses should respect and promote human rights.

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees/ workers covered (B)	%(B / A)	Total(C)	No. of employees/ workers covered (D)	%(D / C)
Employees						
Permanent	95	87	91.57%	104	104	104
Other than permanent	Nil	Nil	Nil	Nil	Nil	Nil
Total Employees	95	87	91.57%	104	104	104
Workers						
Permanent	Nil	Nil	NA	Nil	Nil	NA
Other than permanent	Nil	Nil	NA	Nil	Nil	NA
Total Workers	Nil	Nil	NA	Nil	Nil	NA

Business Responsibility and Sustainability Reporting

2. Details of minimum wages paid to employees, in the following format:

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total(D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No.(E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	72	0	0%	72	100%	82	0	0%	82	100%
Female	23	0	0%	23	100%	22	0	0%	22	100%
Other than Permanent										
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Workers										
Permanent										
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%
Other than Permanent										
Male	0	0	0%	0	0%	0	0	0%	0	0%
Female	0	0	0%	0	0%	0	0	0%	0	0%

3. Details of remuneration/salary/wages

a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration/ salary/wages of respective category (in Rs.)	Number	Median remuneration/ salary/wages of respective category (in Rs.)
Board of Directors (BoD)*	3	14,95,000	1	16,25,000
Key Managerial Personnel	2	27,45,578	1	9,09,020
Employees other than BoD and KMP	71	14,29,073	22	13,04,536
Workers	Nil	Nil	Nil	Nil

*Excluding KMPs- only sitting fees

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	20%	18%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)-

Yes, DXC has the function DXC Integrity. The mission of DXC Integrity is to promote a culture of performance with integrity that encourages ethical conduct, reinforces the corporate values, and drives compliance with the Code of Conduct, internal policies and the law.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.-

The Company has a robust grievances redressal mechanism, including an online portal called Ethics Point/Speak Up forum, wherein any person (whether an employee, ex-employee or third party) can report his/her/their complaint/concern (including violation of HR, if applicable) as well as be appraised as to its progress/resolution. Beside this, DXC Integrity has an Internal Investigations Policy that establishes the requirements and protocols essential for DXC Integrity to conduct effective internal investigations.

Business Responsibility and Sustainability Reporting

6. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	NA	Nil	Nil	NA
Discrimination at workplace	Nil	Nil	NA	Nil	Nil	NA
Child Labour	Nil	Nil	NA	Nil	Nil	NA
Forced Labour/Involuntary Labour	Nil	Nil	NA	Nil	Nil	NA
Wages	Nil	Nil	NA	Nil	Nil	NA
Other human rights related issues	Nil	Nil	NA	Nil	Nil	NA

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.-

The Company follows DXC's Code of Conduct supplemented by specific policies like POSH etc., which clearly calls out that no form of retaliation will be acceptable. Employees are educated on the appropriate channels to report any form of retaliation displayed against them or anyone else through HR/Manager/Legal/Ethics/Employee Relations channels.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)- Yes

10. Assessments for the year: No complaint was received during the FY 2024-25.

Category	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	Nil
Forced/involuntary labour	Nil
Sexual harassment	Nil
Discrimination at workplace	Nil
Wages	Nil
Others – please specify	Nil

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.-

While there were nil assessments, the Company reviews its policies and procedures frequently to ensure that employee experience is enhanced. Specific to POSH and Code of Conduct, annual trainings are undertaken every year to educate the employees on their rights and responsibilities.

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.-

The Company follows Global DXC's Code of Conduct. The Company has a strong vigil mechanism by means of different policies and procedures and the Company is in compliance with the applicable laws. We ensure strict compliance of child labor, forced / involuntary labor, sexual harassment, discrimination at workplace and minimum wages. These issues are a pre-requisite for the ethical functioning of the Company. The Company, at no point tolerate the violation of basic human rights of any of our stakeholders. . The Company has a dedicated DXC integrity team.

2. Details of the scope and coverage of any Human rights due-diligence conducted.-

The Company follows the Global DXC's Code of Conduct which covers all aspects of human-rights diligence such as non-discrimination, equal remuneration, prevention on sexual harassment, etc.

Business Responsibility and Sustainability Reporting

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, However, It is not applicable as the Company has adopted work from home policy.

4. Details on assessment of value chain partners:-

No compliant was received during the FY 2024-25.

Category	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	Nil
Discrimination at workplace	Nil
Child Labour	Nil
Forced Labour/Involuntary Labour	Nil
Wages	Nil
Others – please specify	Nil

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.-

The Company has not received any compliant, therefore, no action is required.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.

Essential Indicators

The Company has adopted work from home policy. No employee is required to work at office place unless there is specific requirement as per Law or client requirement. The Company has maintained office for Regulatory Compliance purposes, client meetings, etc.

1. Details of total energy consumption (in Joules or multiples) and energy intensity.

Yes, however, the Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Parameter	FY 2024-25	FY 2023-24
From renewable sources		
Total electricity consumption (A)	Nil	Nil
Total fuel consumption (B)	Nil	Nil
Energy consumption through other sources (C)	Nil	Nil
Total energy consumed from renewable sources (A+B+C)	Nil	Nil
From non-renewable sources		
Total electricity consumption (D)	179,324.39	13,251
Total fuel consumption (E)	11,596.84	Nil
Energy consumption through other sources (F)	6,612	Nil
Total energy consumed from non-renewable sources (D+E+F)	197,523	13,251
Total energy consumed (A+B+C+D+E+F)	197,523	13,251
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	Nil	Nil
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	Nil	Nil
Energy intensity in terms of physical output	NA	NA
Energy intensity (<i>optional</i>) – the relevant metric may be selected by the entity	Nil	Nil

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.-

No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.-

Business Responsibility and Sustainability Reporting

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

3. Provide details of the following disclosures related to water, in the following format: Water withdrawal by source (in kilolitres)
Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	Nil	Nil
(ii) Groundwater	Nil	Nil
(iii) Third party water	Nil	Nil
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	Nil	Nil
Total volume of water consumption (in kilolitres)	Nil	Nil
Water intensity per rupee of turnover (Water consumed / turnover)	Nil	Nil
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	Nil	Nil
Water intensity in terms of physical output	Nil	Nil
Water intensity (optional) – the relevant metric may be selected by the entity	Nil	Nil

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency-

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

4. Provide the following details related to water discharged:

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	Nil	Nil
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
(ii) To Groundwater	Nil	Nil
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
(iii) To Seawater	Nil	Nil
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
(iv) Sent to third-parties	Nil	Nil
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
(v) Others	Nil	Nil
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Business Responsibility and Sustainability Reporting

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.-
Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:
Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx	Nil	Nil	Nil
SOx	Nil	Nil	Nil
Particulate matter (PM)	Nil	Nil	Nil
Persistent organic pollutants (POP)	Nil	Nil	Nil
Volatile organic compounds (VOC)	Nil	Nil	Nil
Hazardous air pollutants (HAP)	Nil	Nil	Nil
Others – please specify	Nil	Nil	Nil

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.-

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:
Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Nil	Nil	Nil
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Nil	Nil	Nil
Total Scope 1 and Scope 2 emissions per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Nil	Nil	Nil
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity	Nil	Nil	Nil

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.-

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.-
Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Business Responsibility and Sustainability Reporting

9. Provide details related to waste management by the entity, in the following format:

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	Nil	Nil
E-waste(B)	Nil	Nil
Bio-medical waste (C)	Nil	Nil
Construction and demolition waste (D)	Nil	Nil
Battery waste (E)	Nil	Nil
Radioactive waste (F)	Nil	Nil
Other Hazardous waste. Please specify, if any. (G)	Nil	Nil
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	Nil	Nil
Total (A + B + C + D + E + F + G + H)	Nil	Nil
Waste intensity per rupee of turnover (Total waste generated/Revenue from operations)	Nil	Nil
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	Nil	Nil
Waste intensity in terms of physical output	Nil	Nil
Waste intensity (optional) – the relevant metric may be selected by the entity	Nil	Nil
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste - Plastic		
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
Total	Nil	Nil
Category of waste - E-Waste		
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
Total	Nil	Nil
Category of waste - Bio-medical waste		
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
Total	Nil	Nil
Category of waste - Construction and demolition waste		
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
Total	Nil	Nil

Parameter	FY 2024-25	FY 2023-24
Category of waste - Battery waste		
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
Total	Nil	Nil
Category of waste - Radioactive waste		
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
Total	Nil	Nil
Category of waste - Other Hazardous waste		
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
Total	Nil	Nil
Category of waste - Other Non-Hazardous waste		
(i) Recycled	Nil	Nil
(ii) Re-used	Nil	Nil
(iii) Other recovery operations	Nil	Nil
Total	Nil	Nil
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste - Plastic		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
Total	Nil	Nil
Category of waste - E-Waste		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
Total	Nil	Nil
Category of waste - Bio-medical Waste		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
Total	Nil	Nil

Business Responsibility and Sustainability Reporting

Parameter	FY 2024-25	FY 2023-24
Category of waste - Construction and demolition waste		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
Total	Nil	Nil
Category of waste - Battery		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
Total	Nil	Nil
Category of waste - Radioactive		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
Total	Nil	Nil
Category of waste - Other Hazardous waste. Please specify, if any		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
Total	Nil	Nil
Category of waste - Other Non-hazardous waste generated		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
Total	Nil	Nil

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.-

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.-

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

S. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
1	NA	NA	NA

Business Responsibility and Sustainability Reporting

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

S. No.	Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
1	NA	NA	NA	NA	NA	NA

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules there under (Y/N). If not, provide details of all such non-compliances, in the following format:

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

S. No.	Specify the law/regulation/ guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
1	NA	NA	NA	NA

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

For each facility / plant located in areas of water stress, provide the following information:

- Name of the area : Bengaluru and Chennai
- Nature of operations : IT and ITES related services
- Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	Nil	Nil
(ii) Groundwater	Nil	Nil
(iii) Third party water	Nil	Nil
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	Nil	Nil
Total volume of water withdrawal(in kilolitres)	Nil	Nil
Total volume of water consumption(in kilolitres)	Nil	Nil
Water intensity per rupee of turnover (Water consumed / turnover)	Nil	Nil
Water intensity (optional) – the relevant metric may be selected by the Entity	Nil	Nil
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	Nil	Nil
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
(ii) Into Groundwater	Nil	Nil
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil

Business Responsibility and Sustainability Reporting

Parameter	FY 2024-25	FY 2023-24
(iii) Into Seawater	Nil	Nil
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
(iv) Sent to third parties	Nil	Nil
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
(v) Others	Nil	Nil
- No treatment	Nil	Nil
- With treatment – please specify level of treatment	Nil	Nil
Total water discharged (in kilolitres)	Nil	Nil

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Nil	Nil	Nil
Total Scope 3 emissions per rupee of turnover	Nil	Nil	Nil
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	Nil	Nil	Nil

Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.-

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.-

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
Nil	Nil	Nil	Nil

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.-

The Company follows Global DXC's code of conduct. DXC routinely reviews its resilience structure to align with changing business and regulatory requirements and industry best practices. In the event of a disruption, our priority is to care for the safety of our colleagues, in line with our people-first strategy. Once our people are safe and secure, our next priority is to restore the infrastructure, such as network and monitoring services required to deliver excellence for our customers. Prioritization of individual customer recovery is governed by the terms of the specific contract and plan. DXC's Delivery teams and Functions are responsible for creating and maintaining their Business Continuity Plans. DXC's IT Disaster Recovery Standard requires DXC internal application owners to designate whether the application requires Disaster Recovery

Business Responsibility and Sustainability Reporting

or not. If so, then a Disaster Recovery Plan will be created for the application, its hardware, and data, and the Disaster Recovery Plan will document the technology recovery strategy to recover within the required recovery parameters.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.-

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.-

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

- 1 (a) Number of affiliations with trade and industry chambers/ associations.-

Nil

- 1 (b) List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/associations	Reach of trade and industry chambers/ associations (State/National)
1.	National Association of Software and Services Companies (NASSCOM)	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Nil

Leadership Indicators

1. Details of public policy positions advocated by the entity:

Not Applicable- In line with DXC's Global Code of Conduct, all India Policies are fair, transparent and inclusive while being adherent to the applicable law. Our Leadership pioneer these policies and drive change management as and when required through the policies.

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly/ Others – please specify)	Web Link, if available
1	NA	NA	NA	NA	NA

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development.

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

S. No.	Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
1	Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In Rs.)
1	Not Applicable					

Business Responsibility and Sustainability Reporting

3. Describe the mechanisms to receive and redress grievances of the community.-

The Company follows global DXC's Code of Conduct supplemented by specific policies like POSH etc. which clearly calls out that no form of retaliation will be acceptable. Employees are educated on the appropriate channels to report any form of retaliation displayed against them or anyone else through HR/Manager/Legal/Ethics channels.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Not applicable. The Company does not manufacture any product and the Company has adopted work from home policy. The Company provides IT and ITES related services.

Category	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	NA	NA
Sourced directly from within the district and neighbouring districts	NA	NA

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

The Company has two offices (Chennai and Bengaluru) and the Company has adopted work from home policy. The Company hires the employees from PAN India. The Company has not classified the employees on location wise.

Location	FY 2024-25	FY 2023-24
Rural	Nil	Nil
Semi-urban	Nil	Nil
Urban	100	100
Metropolitan	Nil	Nil

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

S. No.	Details of negative social impact identified	Corrective action taken
1	Not Applicable	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In Rs.)
1	PAN India	–	56,62,468
2	Delhi, Mumbai, Karnataka, Tamilnadu, Bhubaneshwar, Telangana	Bengaluru, Chennai, Odhisha, Hyderabad	1,66,50,896
3	Karnataka & Maharastra	Bengaluru, Pune	65,00,000

Administration cost of Rs 10,93,303

3(a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)-

No

3(b) From which marginalized /vulnerable groups do you procure?-

Not Applicable

3(c) What percentage of total procurement (by value) does it constitute?-

Nil

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year 2024-25), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
1	Not Applicable			

Business Responsibility and Sustainability Reporting

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

S. No.	Name of authority	Brief of the Case	Corrective action taken
1		Not Applicable	

6. Details of beneficiaries of CSR Projects

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	A Project for Skill Development of Persons with Disabilities & Underserved	320	100%
2	Skill Development and Employability training on Global Service Desk, Hardware & Networking and Digital Marketing course	700	100%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.-

For each customer we have executed agreement in place where the scope of services and Service Level agreement being mentioned.

Along with SLA, primary support email communication and escalation matrix in the Agreement document.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Category	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not applicable. The Company does not manufacture any product and the Company provides IT and ITES related services.
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 2024-25			FY 2023-24		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	Nil	NA	Nil	Nil	NA
Advertising	Nil	Nil	NA	Nil	Nil	NA
Cyber-security	Nil	Nil	NA	Nil	Nil	NA
Delivery of essential services	Nil	Nil	NA	Nil	Nil	NA
Restrictive Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Unfair Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Others	Nil	Nil	NA	Nil	Nil	NA

4. Details of instances of product recalls on account of safety issues:

Category	Number	Reasons for recall
Voluntary recalls	Not applicable. The Company does not manufacture any product and the Company provides IT and ITES related services.	
Forced recalls		

Business Responsibility and Sustainability Reporting

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.-

Yes, Company has Data Privacy and Data Protection Policy but the policy is only for internal consumption hosted in Policy Central.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.-

Not Applicable, the Company is not in essential services.

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches- Nil
- b. Percentage of data breaches involving personally identifiable information of customers- Nil
- c. Impact, if any, of the data breaches- Nil

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).-

Please refer <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations> and some policies are only for internal consumption hosted in Policy Central.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.-

Not applicable, as the Company does not have any products/services that can entail safety issues or a usage abuse.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.-

Not Applicable, the Company is not in essential services.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/ Not Applicable) If yes, provide details in brief. Not applicable

INDEPENDENT AUDITOR'S REPORT

To The Members of Xchanging Solutions Limited Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Xchanging Solutions Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibility for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company 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 standalone financial statements under the provisions of the Act and the Rules made 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 on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	Evaluation of uncertain tax positions The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes. Refer Notes 3.1 (ii) and 35 to the Standalone financial statements.	Principal audit procedures performed included the following: We obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls relating to: (1) identification, evaluation, recognition of provisions, and disclosure of material uncertain tax positions including matters under dispute by considering the assumptions and information used by management in performing this assessment; (2) completeness and accuracy of the underlying data/information used in the assessment. Obtained details of completed tax assessments and demands for the year ended March 31, 2025 from management. With the assistance of our internal experts, we challenged the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2024 to evaluate whether any change was required to management's position on these uncertainties.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Management Discussion and Analysis Report and corporate Governance Report including Annexures thereon but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Independent Auditor's Report

- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act. 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and 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 intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements 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 these standalone financial statements.

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 standalone financial statements, 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's 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 Company's ability 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 standalone financial statements 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Independent Auditor's Report

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements 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 standalone financial statements.

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 financial controls 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for not keeping backup on a daily basis of audit trail related data (for certain tables related to master data) of such books of account maintained in electronic mode in a server physically located in India (refer Note 42 to the Standalone financial statements) and not complying with the requirement of audit trail on the software operated by third party service provider for maintaining payroll records as stated in (i)(vi) below.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) The modifications relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.
 - g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
 - i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 35 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 45.2 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner

Independent Auditor's Report

whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 45.2 to the standalone financial statements, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

As stated in note 15 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. Such dividend proposed is in accordance with Section 123 of the Act, as applicable.

- vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that in respect of accounting software operated by third party service provider for maintaining payroll records, in the absence of independent auditor's service organisation report covering the audit trail requirement, we are unable to comment whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with (Refer note 43 to the standalone financial statements).

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of the accounting software for which the audit trail feature was operating.

Additionally, the audit trail that was enabled and operated for the year ended March 31, 2024, has been preserved by the Company as per the statutory requirements for record retention.

- 2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

Gurvinder Singh
(Partner)
(Membership No. 110128)
(UDIN 25110128BMHZUJ5084)

Place : Bengaluru
Date : May 21, 2025

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to standalone financial statements of Xchanging Solutions Limited (the "Company") as at March 31, 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls with reference to the standalone financial statements based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material

Independent Auditor's Report

respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Gurvinder Singh
(Partner)
(Membership No. 110128)
(UDIN 25110128BMHZUJ5084)

Place : Bengaluru
Date : May 21, 2025

Independent Auditor's Report

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (i) (a) (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) The Company has a program of physical verification of property, plant and equipment and right-of-use assets to cover all the items once every 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, no such assets were due for physical verification during the year. Since no physical verification of property, plant and equipment was due during the year, the question of reporting on material discrepancies noted on verification does not arise.
- (i) (c) The Company does not have any immovable properties and hence reporting under clause 3(i)(c) of the Order is not applicable.
- (i) (d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.
- (i) (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (ii) (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has not made any investments in, provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause 3(iii) of the Order is not applicable.
- (iii)(a)to(f) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) to 3(iii)(f) of the Order is not applicable.
- (iv) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified for the activities of the Company by the Central Government under Section 148(1) of the Companies Act, 2013.
- (vii) (a) In respect of statutory dues:
Undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities during the year. There were no undisputed amounts payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- (vii) (b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

(Rs. in Lakhs)

Statue	Nature of due	Forum where dispute is pending	Period to which the amount relates	Amount (including interest and Penalty)	Payment under protest
Income Tax Act, 1961	Income Tax	High Court, Karnataka	FY 2008-09	42	42
		Assessing Officer	FY 2014-15	606	606
			FY 2015-16	586	418
			FY 2017-18	1.70	-

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(Rs. In lakhs)

Statue	Nature of due	Forum where dispute is pending	Period to which the amount relates	Amount (including interest and Penalty)	Payment under protest
Finance Act, 1994	Service Tax (including penalty)	Principal Commissioner, CGST, Noida	FY 2007-08 to 2011-12	4,718	177
Goods and Services Tax Act, 2017	GST	Deputy Commissioner, (ST) (GST Appeals), Chennai	FY 2018-18	30	1

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable to the Company.
- (ix) (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (ix) (d) The Company has not raised funds on short-term basis and hence, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.
- (ix) (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (ix) (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised moneys by way of initial public offer/ further public offer (including debt instruments) during the year and hence, reporting under clause 3(x)(a) of the Order is not applicable.
- (x) (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (xi) (b) To the best of our knowledge, no report under sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (xi) (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (xiv) (b) We have considered, the internal audit reports issued to the Company during the year and till date for the year under audit.
- (xv) In our opinion, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a),(b),(c) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (xvi) (d) The Group does not have any CIC as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

Independent Auditor's Report

- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amounts for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

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

Gurvinder Singh
(Partner)
(Membership No. 110128)
(UDIN 25110128BMHZUJ5084)

Place : Bengaluru
Date : May 21, 2025

BALANCE SHEET

XCHANGING SOLUTIONS LIMITED

Balance Sheet as at March 31, 2025

(All amounts in Rs. Lakhs, unless otherwise stated)

	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	4	4	14
Right of use assets	5	-	92
Other intangible assets	6	-	-
Financial assets			
Investments	7	5,186	5,186
Deferred tax assets (net)	9	157	276
Income tax assets (net)	19.1	1,500	2,150
Other non-current assets	10	178	297
Total non-current assets		7,025	8,015
Current assets			
Financial assets			
Trade receivables	11	556	411
Cash and cash equivalents	12	24,608	26,456
Bank balances other than above	13	66	34
Other financial assets	8	108	50
Other current assets	10	102	321
Total current assets		25,440	27,272
Total assets		32,465	35,287
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	11,140	11,140
Other equity	15	17,836	20,293
Total equity		28,976	31,433
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	33	-	63
Provisions	16	113	143
Total non-current liabilities		113	206

Balance sheet

(All amounts in Rs. Lakhs, unless otherwise stated)

		As at	As at
	Note	March 31, 2025	March 31, 2024
Current liabilities			
Financial liabilities			
Lease liabilities	33	-	37
Trade payables			
- Dues of micro enterprises and small enterprises	17	1	-
- Dues of creditors other than micro enterprises and small enterprises	17	559	646
Other financial liabilities	18	57	27
Provisions	16	31	40
Current tax liabilities (net)	19.2	2,489	2,796
Other current liabilities	20	239	102
Total current liabilities		3,376	3,648
Total liabilities		3,489	3,854
Total equity and liabilities		32,465	35,287

See accompanying notes to the financial statements

In terms of our report attached.

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

Gurvinder Singh
Partner
Membership No. 110128

Place: Bengaluru
Date: May 21, 2025

For and on behalf of the Board of Directors

Swaminathan Swaminathan
Managing Director and
Chief Executive Officer
DIN: 10976726

Place: Chennai
Date: May 21, 2025

Shrenik Kumar Champalal
Whole Time Director and
Chief Financial Officer
DIN: 08099410

Place: Bengaluru
Date: May 21, 2025

Radhika Khurana
Company Secretary
M. No. A32557

Place: Gurugram
Date: May 21, 2025

STATEMENT OF PROFIT AND LOSS

XCHANGING SOLUTIONS LIMITED

Statement of Profit and Loss for the year ended March 31, 2025

(All amounts in Rs. Lakhs, unless otherwise stated)

	Note	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations	21	3,869	3,683
Other income	22	1,629	8,877
Total Income		5,498	12,560
Expenses			
Employee benefits expense	23	1,679	1,836
Finance costs	24	4	10
Depreciation and amortisation expense	25	29	54
Other expenses	26	1,427	925
Total expenses		3,139	2,825
Profit before exceptional items and tax		2,359	9,735
Exceptional items (Gain)/ Loss (Refer note 40)		-	(30,965)
Profit before tax		2,359	40,700
Tax expense/ (benefit)			
Current tax (also refer note 40)	27	583	4,234
Current tax- for the earlier years	27	(289)	(270)
Deferred tax	27	106	86
Total tax expense		400	4,050
Profit for the period		1,959	36,650
Other comprehensive income/ (expense)			
(i) Items that will not be reclassified to profit or loss			
- Remeasurements of the defined benefit plans		53	29
(ii) Income tax relating to items that will not be reclassified to profit or loss		(13)	(7)
Total other comprehensive income/ (expense)		40	22
Total Comprehensive Income for the period		1,999	36,672
Earnings per Equity Share (of Rs.10 each)	29		
Basic and diluted- In Rs.		1.76	32.90

See accompanying notes to the financial statements

In terms of our report attached.

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

Gurvinder Singh
Partner
Membership No. 110128

Place: Bengaluru
Date: May 21, 2025

For and on behalf of the Board of Directors

Swaminathan Swaminathan
Managing Director and
Chief Executive Officer
DIN: 10976726

Place: Chennai
Date: May 21, 2025

Shrenik Kumar Champalal
Whole Time Director and
Chief Financial Officer
DIN: 08099410

Place: Bengaluru
Date: May 21, 2025

Radhika Khurana
Company Secretary
M. No. A32557

Place: Gurugram
Date: May 21, 2025

XCHANGING SOLUTIONS LIMITED
Statement of changes in equity for the year ended March 31, 2025

(All amounts in Rs. Lakhs, unless otherwise stated)

a EQUITY SHARE CAPITAL

Balance at April 1, 2023	11,140
Changes in equity share capital during the year	-
Balance at March 31, 2024	11,140
Changes in equity share capital during the year	-
Balance at March 31, 2025	11,140

b OTHER EQUITY

Particulars	Reserves & Surplus			Total other equity
	Capital reserve	Security premium	Retained earnings*	
Balance as of April 1, 2023	57	8,417	8,568	17,042
Profit for the year	-	-	36,650	36,650
Interim dividend paid (Refer note 15.3.(i))	-	-	(33,421)	(33,421)
Other comprehensive income for the year, net of tax (remeasurement of defined benefit plans)	-	-	22	22
Balance as of March 31, 2024	57	8,417	11,819	20,293

Particulars	Reserves & Surplus			Total other equity
	Capital reserve	Security premium	Retained earnings*	
Balance as of April 1, 2024	57	8,417	11,819	20,293
Profit for the year	-	-	1,959	1,959
Interim dividend paid (Refer note 15.3.(ii))	-	-	(4,456)	(4,456)
Other comprehensive income for the year, net of tax (remeasurement of defined benefit plans)	-	-	40	40
Balance as of March 31, 2025	57	8,417	9,362	17,836

*Includes transfer of General Reserve in the YE 2011 to the extent of Rs. 5,612 created mainly on account of Debenture redemption reserve, revaluation of investments and adjustment on merger scheme in YE 2008/2009.

See accompanying notes to the financial statements

In terms of our report attached.

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

For and on behalf of the Board of Directors

Gurvinder Singh
Partner
Membership No. 110128

Swaminathan Swaminathan
Managing Director and
Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director and
Chief Financial Officer
DIN: 08099410

Place: Bengaluru
Date: May 21, 2025

Place: Chennai
Date: May 21, 2025

Place: Bengaluru
Date: May 21, 2025

Radhika Khurana
Company Secretary
M. No. A32557

Place: Gurugram
Date: May 21, 2025

CASH FLOW STATEMENT

XCHANGING SOLUTIONS LIMITED Statement of Cash Flows for the year ended March 31, 2025

(All amounts in Rs. Lakhs, unless otherwise stated)

	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	2,359	40,700
Adjustments for:		
Depreciation and amortisation expense	8	14
Depreciation of right-of-use assets	21	40
Profit on sale of property, plant and equipment	(3)	(16)
Exceptional items (Refer note 40)	-	(30,965)
Foreign exchange loss / (gain)- unrealised	3	-
Interest income	(1,445)	(1,733)
Dividend income	-	(6,868)
Other provisions no longer required written back	(7)	-
Interest expense	4	10
	940	1,182
Operating profit before working capital changes		
Adjustments for changes in working capital:		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Trade receivables	(147)	(61)
Other current assets	219	(251)
Loans & other financial assets and other assets	197	45
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	(86)	194
Other financial liabilities and other liabilities	94	59
Provisions	14	(333)
	1,231	835
Cash generated from operations		
Net income tax (paid) / refunds	49	(4,119)
	1,280	(3,284)
Net cash (used in)/ generated from operating activities (A)		
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	-	(2)
Proceeds from sale of property, plant and equipment	5	19
Dividend income	-	6,868
Proceeds from loans given (also refer note 40)	-	32,583
Deposits with banks with maturity period more than 3 months but less than 12 months	(32)	(27)
Interest received	1,380	1,791
	1,353	41,232
Net cash generated from investing activities (B)		

Cash Flow Statement

(All amounts in Rs. Lakhs, unless otherwise stated)

	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
C. CASH FLOW FROM FINANCING ACTIVITIES		
Payment of lease liabilities	(25)	(45)
Interim dividend paid (Refer note 15.3.(i) & (ii))	(4,456)	(33,421)
Net cash used in financing activities (C)	(4,481)	(33,466)
Net increase / (decrease) in cash and cash equivalents (A + B + C)	(1,848)	4,482
Cash and cash equivalents at the beginning of the year	26,456	21,974
Cash and cash equivalents at the end of the year	24,608	26,456
Cash on hand	-	-
Balances with banks:		
In current accounts	2,208	1,456
Demand deposits (less than 3 months maturity)	22,400	25,000
Net cash and cash equivalents included in note 12	24,608	26,456
Cash and cash equivalents	24,608	26,456

Notes:

(1) Figures in brackets indicate cash outflow.

See accompanying notes forming part of the financial statements

In terms of our report attached.

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

For and on behalf of the Board of Directors

Gurvinder Singh
Partner
Membership No. 110128

Swaminathan Swaminathan
Managing Director and
Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director and
Chief Financial Officer
DIN: 08099410

Place: Bengaluru
Date: May 21, 2025

Place: Chennai
Date: May 21, 2025

Place: Bengaluru
Date: May 21, 2025

Radhika Khurana
Company Secretary
M. No. A32557

Place: Gurugram
Date: May 21, 2025

XCHANGING SOLUTIONS LIMITED Notes forming part of the Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

1. GENERAL INFORMATION

Xchanging Solutions Limited ('the Company'), incorporated on February 1, 2002 having CIN: L72200KA2002PLC030072, is an information technology (IT) services provider with operations in India and an international presence established through subsidiaries in USA and Singapore.

2. Material Accounting Policies

2.1 Basis of preparation and presentation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 & relevant amendment rules issued thereafter and guidelines issued by the Securities and Exchange Board of India (SEBI) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values at the end of each reporting period as explained in the accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-bases payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below:

2.2 Revenue recognition

Revenue is recognised net of Goods and Services Tax (GST) to the extent that it is probable that economic benefit will flow to the Company and that revenue can be reliably measured. Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. Arrangements with customers for software related services are either on a fixed-price or on a time-and-material basis. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation.

- (i) Revenue on time-and-material contracts are recognised as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognised as unbilled revenue. Revenue from fixed-price where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognised as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognised ratably over the term of the underlying maintenance arrangement.
- (ii) In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price.

(All amounts in Rs. Lakhs, unless otherwise stated)

For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

- (iii) Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.
- (iv) Revenue from licenses where the customer obtains a “right to use” the licenses is recognised at the time the license is made available to the customer. Revenue from licenses where the customer obtains a “right to access” is recognised over the access period. Arrangements to deliver software products generally have three elements: license, implementation and Annual Maintenance Contracts (AMC). The company has applied the principles under Ind AS 115 to account for revenues from these performance obligations.

When implementation services are provided in conjunction with the licensing arrangement and the license and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach. Where the license is required to be substantially customized as part of the implementation service the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognised using the percentage-of-completion method as the implementation is performed. Revenue from support and other services arising due to the sale of software products is recognised as the performance obligations are satisfied. AMC revenue is recognised ratably over the period in which the services are rendered.

- (v) Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.
- (vi) Deferred and unearned revenues represent the estimated unearned portion of fees derived from certain fixed-rate service agreements. Unearned revenues for fixed fee contracts are recognised on a pro-rata basis over the term of the underlying service contracts, which are generally one year.
- (vii) Unbilled revenue represents costs and earnings in excess of billings as at the balance sheet date.

2.3 Other Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accounted on accrual basis and recognised at effective interest rate wherever applicable. Dividend income is accounted for when the right to receive it is established.

2.4 Leases

As a lessee:

The Company’s lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or

(All amounts in Rs. Lakhs, unless otherwise stated)

changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

2.5 Foreign currencies

(i) Functional and presentation currency

The functional currency of the Company is the Indian rupee.

(ii) Initial recognition:

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(iii) Subsequent recognition:

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period other than those monetary assets which are provided for being doubtful of recovery.

Exchange differences on restatement of all monetary items are recognised in the Statement of Profit and Loss.

2.6 Employee benefits

2.6.1 Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The gratuity fund is recognised by the income tax authorities and is administered through trust set up by the Company. The provision for gratuity recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of scheme assets.

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

(All amounts in Rs. Lakhs, unless otherwise stated)

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

2.6.2 Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries and annual leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits, are measured at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

The Company has a policy on compensated absences which are accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the Balance Sheet date.

2.7 **Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.7.1 Current tax

Income tax expense or credit for the period is the tax payable on the current period's taxable income using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Company periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2.7.2 Deferred tax

Deferred income tax assets and liabilities are recognized for all temporary difference arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred taxes and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.7.3 Current tax and deferred tax for the year

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

2.8 **Property, plant and equipment and depreciation**

- (i) Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and impairment losses. Cost comprises the purchase price and any directly attributable costs of bringing the assets to their working condition for their intended use.
- (ii) Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on Property, plant & equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into

(All amounts in Rs. Lakhs, unless otherwise stated)

account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes etc:

<u>Category of assets</u>	<u>Estimated useful life</u>
Computers	4 to 7 years

- (iii) Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.
- (iv) Leasehold improvements are amortised over the period of lease or five years (useful life), whichever is lower.
- (v) Assets individually costing up to Rupees five thousand are fully depreciated in the year of purchase.

2.9 Intangible Assets and Amortisation

Intangible assets with finite useful lives are stated at cost of acquisition less accumulated amortisation and impairment losses.

Intangible assets are recognised only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss. Intangible assets comprise of computer software which is amortised on straight-line basis over an estimated useful life of upto seven years.

The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

2.10 Impairment of tangible and intangible assets

The carrying values of tangible and intangible assets at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

- (a) an intangible asset that is not yet available for use; and (b) an intangible asset with indefinite useful life.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

2.11 Provisions and contingent liabilities

Provisions: A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions for onerous contracts (i.e., contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it) are recognised when it is probable that cash outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Contingent liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

(All amounts in Rs. Lakhs, unless otherwise stated)

2.12 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2.13 Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value depending on the classification of the Financial assets.

2.13.1 Classification of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost (except for financial assets that are designated at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy on financial assets measured at amortised cost, refer Note 2.13.3

Financial assets that meet the following conditions are subsequently measured at Fair Value Through Other Comprehensive Income ("FVTOCI") (except for financial assets that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in profit or loss for FVTOCI financial assets. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for financial assets through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

For the impairment policy on financial assets at FVTOCI, refer Note 2.13.3

All other financial assets are subsequently measured at fair value.

2.13.2 Financial assets at fair value through profit or loss (FVTPL)

Financial assets that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL. In addition, financial assets that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

(All amounts in Rs. Lakhs, unless otherwise stated)

2.13.3 Impairment of financial assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the Financial assets that are initially measured at fair value with subsequent measurement at amortised cost.

The Company follows 'simplified approach' for recognition of impairment loss allowance for trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in the subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on a twelve month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original Effective Interest Rate (EIR).

Allowance for Trade receivables

The Company follows a 'simplified approach' (i.e. based on lifetime ECL) for recognition of impairment loss allowance on Trade receivables. For the purpose of measuring lifetime ECL allowance for trade receivables, the Company estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Individual trade receivables are written off when management deems them not to be collectible.

2.13.4 Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

2.13.5 Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss.

2.13.6 Investment in subsidiaries

Investment in subsidiaries is carried at cost less provision for diminution in the separate financial statements.

2.14 Financial liabilities

Classification as debt

Debt are classified as financial liabilities in accordance with the substance of the contractual arrangements and the definitions of a financial liability

Financial liabilities

2.14.1 Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL, are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

(All amounts in Rs. Lakhs, unless otherwise stated)

2.14.2 Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in profit or loss.

2.14.3 Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

2.15 Derivative financial instruments

The Company enters into derivative financial instruments to manage its exposure to foreign exchange rate risks through foreign exchange forward contracts.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately.

2.16 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.17 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.18 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.19 Investments

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

2.20 Segment Reporting

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. 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 accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Company as a whole and are not allocable to segments on a reasonable basis, is included as "Unallocated". Segment assets includes all the assets except for deferred tax assets which are treated as unallocable.

The dominant source of risk and returns of the enterprise is considered to be the business in which it operates, viz. - Information Technology (IT) Services. The sub businesses are fully aligned to IT Services business of the Company and

(All amounts in Rs. Lakhs, unless otherwise stated)

the same are being viewed by the management as a single business segment. Being a single business segment company, no primary segment information is being provided.

2.21 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.22 Project work expenses

Project work expenses represents amounts charged by sub-contractors. These expenses are recognised on an accrual basis.

2.23 GST input credit

GST input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing/ utilising the credits.

2.24 Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

2.25 Government grants

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognised in profit or loss under respective head in the period in which they become receivable.

2.26 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations, that the management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

- i) Impairment of investment in subsidiaries- Determining whether investment in subsidiaries is impaired requires an estimation of the value in use of the subsidiaries. The value in use calculation requires the management to estimate the future cash flows expected to arise from the subsidiaries operations and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. No impairment for investment in subsidiaries has been identified during the year.

(All amounts in Rs. Lakhs, unless otherwise stated)

- ii) Income taxes- The Company has tax jurisdiction in India. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions. Also refer to note 27.
- iii) Estimation of defined benefit obligation and other employee obligations- Employee benefit obligations are measured using actuarial methods. This requires various assumptions including with respect to salary trends, attrition rate, discounting factor etc. The Company engages third party qualified valuers to perform the actuarial valuation.

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
4 PROPERTY, PLANT AND EQUIPMENT		
(Refer note 2.8 and 2.10)		
(Owned unless specified)		
Carrying amounts of:		
Leasehold Improvements	2	3
Computers	2	10
Office Equipment	-	1
Furniture and Fittings	-	-
	<u>4</u>	<u>14</u>

The changes in the carrying value for the year ended March 31, 2025

Particulars	Leasehold Improvements	Computers	Office Equipment	Furniture and Fittings	Total
Gross carrying value					
Balance as at April 1, 2023	21	758	61	6	846
Additions	-	2	-	-	2
Disposals	(15)	(357)	(28)	(5)	(405)
Balance as at March 31, 2024	6	403	33	1	443
Additions	-	-	-	-	-
Disposals	-	(243)	(28)	(1)	(272)
Balance as at March 31, 2025	6	160	5	-	171
Accumulated depreciation					
Balance as at April 1, 2023	17	736	59	6	818
Depreciation expense	1	12	1	-	14
Eliminated on disposals of assets	(15)	(355)	(28)	(5)	(403)
Balance as at March 31, 2024	3	393	32	1	429
Depreciation expense	1	6	1	-	8
Eliminated on disposals of assets	-	(241)	(28)	(1)	(270)
Balance as at March 31, 2025	4	158	5	-	167
Carrying value as at March 31, 2025	2	2	-	-	4
Carrying value as at March 31, 2024	3	10	1	-	14

5 RIGHT OF USE ASSETS

(Refer note 2.4)

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2025:

Particulars	Buildings
Balance as at April 1, 2023	126
Additions	37
Deletions	(31)
Depreciation	(40)
Balance as at March 31, 2024	92
Additions	-
Deletions	(71)
Depreciation	(21)
Balance as at March 31, 2025	-

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
6 OTHER INTANGIBLE ASSETS		
(Refer note 2.9 and 2.10)		
Carrying amounts of:		
Computer software	-	-
	-	-
	-	-

Particulars	Computer software	Total
Gross carrying value		
Balance as at April 1, 2023	64	64
Additions	-	-
Disposals	(64)	(64)
Balance as at March 31, 2024	-	-
Additions	-	-
Disposals	-	-
Balance as at March 31, 2025	-	-
Accumulated amortisation		
Balance as at April 1, 2023	63	63
Amortisation expense	-	-
Disposals	(63)	(63)
Balance as at March 31, 2024	-	-
Amortisation expense	-	-
Disposals	-	-
Balance as at March 31, 2025	-	-
Carrying value as at March 31, 2025	-	-
Carrying value as at March 31, 2024	-	-

	As at March 31, 2025	As at March 31, 2024
7 INVESTMENTS		
Non-current		
Investments in equity instruments		
Wholly owned Subsidiary Companies :		
(Unquoted, at cost, unless otherwise stated, fully paid up)		
(Refer note 2.19, 2.13.6 and 3.1.(i))		
Xchanging Solutions (Singapore) Pte Limited, Singapore 2,300,000 (2024: 2,300,000) ordinary shares of Singapore\$1 each	7	7
Xchanging Solutions (USA) Inc, USA 1,000 (2024: 1,000) common stock of US\$ 9,930 each [Refer note 37]	11,224	11,224
(Less): Provision for diminution in value of investment	(6,045)	(6,045)
	<u>5,179</u>	<u>5,179</u>
	<u>5,186</u>	<u>5,186</u>
Aggregate carrying value of unquoted investments	11,231	11,231
Aggregate amount of impairment in value of investments	(6,045)	(6,045)

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
8 OTHER FINANCIAL ASSETS		
(Refer note 2.2, 2.13 and 2.16)		
Unsecured considered good unless otherwise stated		
Current		
Unbilled revenue		
- Fellow subsidiaries [Refer note 32]	1	-
- Others	28	27
Interest accrued on bank deposits	76	11
Other Loans and advances (includes advances to employees and other receivables)		
- Considered good	3	12
- Considered doubtful	-	2
(Less): Provision for doubtful advances	-	(2)
	108	50

9 DEFERRED TAX ASSETS (NET)

(Refer note 2.7 and 3.1.(ii))

Details of deferred tax assets and liabilities as at March 31, 2025 comprise of the following:

Particulars	As at April 1, 2024	(Credit)/ Charged to Statement of Profit and Loss	Recognised in Other Comprehen- sive Income	As at March 31, 2025
Deferred Tax Assets				
Depreciation	82	9	-	73
Provision for gratuity	8	(5)	13	-
Provision for compensated absences	38	2	-	36
Provision for other employee benefits	45	3	-	42
Provision for doubtful advances	86	86	-	-
Adjustment for lease	2	2	-	-
Others	15	9	-	6
Total (A)	276	106	13	157
Deferred Tax Liabilities (B)	-	-	-	-
Deferred Tax Assets (Net) (A)-(B)	276	106	13	157

As at March 31, 2024

Particulars	As at April 1, 2023	(Credit)/ Charged to Statement of Profit and Loss	Recognised in Other Comprehen- sive Income	As at March 31, 2024
Deferred Tax Assets				
Depreciation	95	13	-	82
Provision for gratuity	98	83	7	8
Provision for compensated absences	38	-	-	38
Provision for other employee benefits	43	(2)	-	45
Provision for doubtful advances	89	3	-	86
Adjustment for lease	2	-	-	2
Others	4	(11)	-	15
Total (A)	369	86	7	276
Deferred Tax Liabilities (B)	-	-	-	-
Deferred Tax Assets (Net) (A)-(B)	369	86	7	276

Notes forming part of the Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
10 OTHER ASSETS		
(Refer note 2.23)		
Unsecured considered good unless otherwise stated		
Non-current		
Advances recoverable in kind		
- Service tax [Refer note 35(b)]	177	177
Balances with Government Authorities (Service tax & GST)		
- Considered good	-	120
- Considered doubtful	-	338
(Less): Provision for doubtful advances	-	(338)
Net defined benefit asset [Refer note 30]	1	-
	<u>178</u>	<u>297</u>
Current		
Balances with Government Authorities (Service tax & GST)	30	248
Prepaid Expenses	72	72
Other Loans and advances		
- Considered good	-	1
	<u>102</u>	<u>321</u>
11 TRADE RECEIVABLES		
(Refer note 2.13, 31 and 32)		
(Unsecured)		
Considered good	556	411
Credit impaired	-	-
Less: Allowance for credit impairment	-	-
	<u>556</u>	<u>411</u>

Trade receivables ageing schedule for the year ended as on March 31, 2025

Particulars	Outstanding for the following period from due date of payments						Total
	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered Good	546	10	-	-	-	-	556
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	546	10	-	-	-	-	556
Less: Allowance for credit impairment							-
Total Trade Receivable							556

Notes forming part of the Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

Trade receivables ageing schedule for the year ended as on March 31, 2024

Particulars	Outstanding for the following period from due date of payments						Total
	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered Good	393	18	-	-	-	-	411
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	393	18	-	-	-	-	411
Less: Allowance for credit impairment							-
Total Trade Receivable							411

	As at March 31, 2025	As at March 31, 2024
12 CASH AND CASH EQUIVALENTS (Refer note 2.17)		
Balances with banks		
In current accounts	2,208	1,456
In demand deposit accounts (less than 3 months maturity)	22,400	25,000
Cash on hand	-	-
Cash and cash equivalent as per statement of cash flow	<u>24,608</u>	<u>26,456</u>
13 OTHER BANK BALANCES		
Long Term Deposit with maturity more than 3 months but less than 12 months	9	7
Unpaid dividend accounts	57	27
	<u>66</u>	<u>34</u>
Fixed Deposits with Banks include: Rs. 9 (2024: Rs. 7) which are under lien		
14 EQUITY SHARE CAPITAL		
Authorised capital:		
12,50,00,000 (2024: 12,50,00,000) Equity shares of Rs.10 each	<u>12,500</u>	<u>12,500</u>
Issued, subscribed and paid up capital:		
11,14,03,716 (2024: 11,14,03,716) Equity shares of Rs.10 each fully paid up	<u>11,140</u>	<u>11,140</u>
	<u>11,140</u>	<u>11,140</u>

(All amounts in Rs. Lakhs, unless otherwise stated)

- a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year are as given below:

Equity Shares	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the year	11,14,03,716	11,140	11,14,03,716	11,140
Add / (Less): Movement during the year	-	-	-	-
Shares outstanding at the end of the year	11,14,03,716	11,140	11,14,03,716	11,140

- b) Terms/ rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

- c) Details of shares held by the holding company and its subsidiaries:

Name of Shareholder	As at March 31, 2025		As at March 31, 2024	
	Number of Shares		Number of Shares	
Xchanging (Mauritius) Limited, the immediate holding company	5,80,02,787		5,80,02,787	
Xchanging Technology Services India Private Limited, subsidiary of Immediate Holding Company	2,13,48,838		2,13,48,838	
	7,93,51,625		7,93,51,625	

- d) Details of shares held by each shareholder holding more than 5% shares:

Name of Shareholder	As at March 31, 2025		As at March 31, 2024	
	Number of Shares held	Percentage	Number of Shares held	Percentage
Xchanging (Mauritius) Limited	5,80,02,787	52.07	5,80,02,787	52.07
Xchanging Technology Services India Private Limited	2,13,48,838	19.16	2,13,48,838	19.16

- e) Details of Shares held by promoters at the end of the year

Promoter name	As at March 31, 2025		
	Number of Shares held	% of total shares	% change during the year
Xchanging (Mauritius) Limited	5,80,02,787	52.07	-
Xchanging Technology Services India Private Limited	2,13,48,838	19.16	-
DXC Technology India Private Limited	42,01,162	3.77	-
Total	8,35,52,787	75.00	-

Promoter name	As at March 31, 2024		
	Number of Shares held	% of total shares	% change during the year
Xchanging (Mauritius) Limited	5,80,02,787	52.07	-
Xchanging Technology Services India Private Limited	2,13,48,838	19.16	-
DXC Technology India Private Limited	42,01,162	3.77	-
Total	8,35,52,787	75.00	-

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
15 OTHER EQUITY		
Capital reserve	57	57
Security premium	8,417	8,417
Retained earnings	9,362	11,819
	<u>17,836</u>	<u>20,293</u>

15.1 Capital reserve

Balance at the beginning of the year	57	57
Add / (Less): Movement during the year	-	-
Balance at the end of the year	<u>57</u>	<u>57</u>

Capital reserve represents waiver of liability by Scandent Holding Mauritius Limited, erstwhile ultimate holding company.

15.2 Security premium

Balance at the beginning of the year	8,417	8,417
Add / (Less): Movement during the year	-	-
Balance at the end of the year	<u>8,417</u>	<u>8,417</u>

Amounts received (on issue of shares) in excess of the par value has been classified as securities premium.

15.3 Retained earnings

Balance at the beginning of the year	11,819	8,568
Profit for the year	1,959	36,650
Interim Dividend paid (Refer Note (i) & (ii) below)	(4,456)	(33,421)
Other comprehensive income arising from remeasurement of defined benefit obligation net of tax	40	22
Balance at the end of the year	<u>9,362</u>	<u>11,819</u>

Retained earnings comprise of the Company's prior years' undistributed earnings after taxes.

Note:

- (i) During the year ended March 31, 2024, the Board of Directors of the Company had considered and recommended Interim dividend of INR 15 per equity share (face value of INR 10 each) amounting to INR 16,711 for the financial year ending March 31, 2024 at their meeting held on July 10, 2023 and the same was approved by the shareholders at their annual general meeting held on August 25, 2023. Also the Board of Directors of the Company at their meeting held on February 13, 2024, had approved second interim dividend of INR 15 per equity share (face value of INR 10 each) amounting to INR 16,711 for the financial year ending March 31, 2024. These dividends had been paid during the year ended March 31, 2024.
- (ii) The Board of Directors of the Company had considered and recommended final dividend of INR 4 per equity share (including special dividend of INR 2 per equity share) (face value of INR 10 each) amounting to INR 4,456 for the financial year ended March 31, 2024 at their meeting held on May 23, 2024 and the same was approved by the shareholders at their annual general meeting held on July 24, 2024. The aforesaid dividend was paid on July 30, 2024.
- (iii) The Board of Directors of the Company has considered and recommended final dividend of INR 2 per equity share (face value of INR 10 each) amounting to INR 2,228 for the financial year ended March 31, 2025 at their meeting held on May 21, 2025. The recommended final dividend on equity shares is subject to approval of shareholders at the ensuing annual general meeting.

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
16 PROVISIONS		
(Refer note 2.6)		
Non-current		
Provision for employee benefits :		
Provision for compensated absences	113	111
Provision for gratuity (net) [Refer note 30]	-	32
	<u>113</u>	<u>143</u>
Current		
Provision for employee benefits :		
Provision for compensated absences	31	40
	<u>31</u>	<u>40</u>

Note: The Code on Social Security, 2020 (“Code”) relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

17 TRADE PAYABLES

(Refer note 2.14)

Total outstanding dues of micro enterprises and small enterprises (Refer Note (i))	1	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		
Due to:		
Subsidiaries [Refer note 32]	-	16
Related parties [Refer note 32]	78	98
Others:		
Goods & services	316	352
Employee related payables	165	180
	<u>559</u>	<u>646</u>
	<u>560</u>	<u>646</u>

Notes:

(i) On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Company, the following are the details:

(a) Principal amount remaining unpaid*	1	-
(b) Interest due thereon remaining unpaid	-	-
(c) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(e) Interest accrued and remaining unpaid**	-	-
(f) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

** Amount of Rs 5,074/- is below the rounding off norm adopted by the Company i.e. Rs. 1 Lakh hence is not appearing above

(All amounts in Rs. Lakhs, unless otherwise stated)

Trade payables ageing schedule for the year ended as on March 31, 2025

Particulars	Outstanding for the following period from due date of payments						Total
	Not due	Accruals	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1	-	-	-	-	-	1
(ii) Others	126	429	4	-	-	-	559
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-	-
Total	127	429	4	-	-	-	560

Trade payables ageing schedule for the year ended as on March 31, 2024

Particulars	Outstanding for the following period from due date of payments						Total
	Not due	Accruals	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME*	-	-	-	-	-	-	-
(ii) Others	128	443	75	-	-	-	646
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-	-
Total	128	443	75	-	-	-	646

* Amount of Rs 29,241/-under 'Not Due' is below the rounding off norm adopted by the Company i.e. Rs. 1 Lakh hence is not appearing above

	As at March 31, 2025	As at March 31, 2024
18 OTHER FINANCIAL LIABILITIES (Refer note 2.5 and 2.14)		
Unclaimed dividends [Refer note below]	57	27
	<u>57</u>	<u>27</u>

Note: There are no amounts due for payment to the Investor Education and Protection Fund under the Companies Act, 2013 as at year end.

19 TAX ASSETS AND LIABILITIES

(Refer note 2.7 and 3.1.(ii))

19.1 Non Current Asset (net)

Income tax asset (refer note (i) below)	2,084	2,329
Less: Provision for tax	584	179
	<u>1,500</u>	<u>2,150</u>

(i) Includes an amount of Rs. 1,262 (2024: 1,862) towards amount paid under protest

19.2 Current Liabilities (net)

Provision for tax	11,505	11,616
Less: Income tax asset	9,016	8,820
	<u>2,489</u>	<u>2,796</u>

Notes forming part of the Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
20 OTHER CURRENT LIABILITIES		
(Refer note 2.2 and 2.5)		
Income received in advance (Unearned revenue)	125	66
Statutory remittances	114	36
	<u>239</u>	<u>102</u>

	For the year ended March 31, 2025	For the year ended March 31, 2024
21 REVENUE FROM OPERATIONS		
(Refer note 2.2, 28 and 32)		
Software services	3,869	3,683
	<u>3,869</u>	<u>3,683</u>

The table below presents disaggregated revenues from contracts with customers for the year ended March 31, 2025 by contract type. The Company believe that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cashflows are affected by industry, market and other economic factors.

Revenues by contract type	For the year ended March 31, 2025	For the year ended March 31, 2024
T&M and AMC	3,525	3,390
Fixed Price	344	293
Total	3,869	3,683

22 OTHER INCOME

(Refer note 2.3 and 2.5)

a) Interest Income

Interest income earned on financial assets that are not designated as at fair value through profit or loss (at amortised cost):

Interest income

Bank deposits	1,445	1,555
Income tax refunds	114	42
Service tax refunds	50	-
Loans to fellow subsidiaries [Refer note 32]	-	178
	<u>1,609</u>	<u>1,775</u>

b) Dividend income

Dividends from equity investments (Refer Note (i) below)

	-	6,868
	<u>-</u>	<u>6,868</u>

Note:

- (i) During the previous year, the Company had received an interim dividend from Xchanging Solutions (Singapore) Pte Limited, wholly owned subsidiary of the Company, amounting to INR 6,868 (SGD 11 Million) on December 15, 2023. According to the provisions of Section 80M of Income tax Act, 1961 the Company can claim the dividend paid as deduction against the dividend income for the year in the income tax return. Hence, the Company is not liable to pay income tax on this dividend income.

Notes forming part of the Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
c) <u>Other non-operating income (net of expenses directly attributable to such income)</u>		
Other provisions no longer required written back	7	-
Service tax refund	-	216
Others (aggregate of immaterial items)	10	2
	<u>17</u>	<u>218</u>
d) <u>Other gains and losses</u>		
Profit on sale of property, plant and equipment (net)	3	16
	<u>3</u>	<u>16</u>
(a+b+c+d)	<u><u>1,629</u></u>	<u><u>8,877</u></u>
23 EMPLOYEE BENEFITS EXPENSE		
(Refer note 2.6 and 30)		
Salaries and wages including bonus	1,547	1,672
Contribution to provident and other funds [Refer note 30]	80	85
Gratuity expenses [Refer note 30]	33	59
Staff welfare expenses	19	20
	<u>1,679</u>	<u>1,836</u>
24 FINANCE COSTS		
(Refer note 2.4)		
Interest expense on:		
Lease liabilities	4	8
Others	-	2
	<u>4</u>	<u>10</u>
25 DEPRECIATION AND AMORTISATION EXPENSE		
(Refer note 2.4, 2.8, 2.9 and 2.16)		
Depreciation of property, plant and equipment [Refer note 4]	8	14
Depreciation of right of use of assets [Refer note 5]	21	40
	<u>29</u>	<u>54</u>

(All amounts in Rs. Lakhs, unless otherwise stated)

	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
26 OTHER EXPENSES		
(Refer note 2.4, 2.5, 2.11, 2.16 and 2.22)		
Project work expenses	734	469
Power and fuel	15	23
Rental expenses*	11	-
Repairs and maintenance:		
Computer equipments	4	23
Others	9	13
Insurance	28	32
Rates and taxes	20	21
Communication	9	12
Travelling and conveyance	10	5
Business promotion	3	5
Expenditure towards Corporate Social Responsibility (CSR) activities [Refer note 36]	299	43
Legal and professional	71	66
Royalty	41	-
Payments to auditors [Refer Note (i) below]	109	109
Foreign exchange loss (net)	-	44
Directors' sitting fees	50	44
Miscellaneous expenses	14	16
	<u>1,427</u>	<u>925</u>
*Represents lease rentals for short term leases		
Note:		
(i) Payments to the auditors comprise (net of taxes, where applicable):		
Statutory audit	58	58
Limited review of quarterly financial results	44	44
Tax audit	6	6
Certifications	1	1
Total	<u>109</u>	<u>109</u>
27 INCOME TAXES		
(Refer note 2.7 and 3.1.(ii))		
1. Income tax recognised in profit or loss		
Current tax		
In respect of current year	583	4,234
In respect of tax adjustments related to earlier years	(289)	(270)
Deferred tax		
In respect of current year	106	86
Total income tax expense /(gain) recognised in the current year	<u>400</u>	<u>4,050</u>
2. The income tax expense for the year can be reconciled to the accounting profit/ (loss) as follows:		
Profit before tax	2,359	40,700
Income tax expense calculated at 25.168% (2024: 25.168%)	594	10,243

(All amounts in Rs. Lakhs, unless otherwise stated)

	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
Adjustments in respect of current income tax of previous years	(289)	(270)
Effect of income that is exempt from taxation (Refer note 22(b)(i))	-	(1,729)
Effect of reversal on loan provisions	-	(4,350)
Effect of notional income recognised for taxation	-	88
Effect of inadmissible expenses	77	12
Effect of tax interest	-	26
Others	18	30
Income tax expense recognised in Profit and Loss	400	4,050

The income tax rate used for the above reconciliations is current tax 25.168% (2024: 25.168%) and deferred tax 25.168% (2024: 25.168%), these are the corporate tax rate payable by corporate entities in India on taxable profits under the Indian tax law.

3. Income tax recognised in other comprehensive income:

Income tax

Arising on income and expenses recognised in other comprehensive income:

Remeasurement of defined benefit obligation	(13)	(7)
Total	(13)	(7)

Bifurcation of the income tax recognised in other comprehensive income into:-

Items that will not be reclassified to profit or loss	(13)	(7)
Items that may be reclassified to profit or loss	-	-

28 SEGMENT INFORMATION

(Refer note 2.20)

The entire operation of the Company relate only to single operating segment "Software Services". Thus there are no reportable segments which require disclosures under Ind AS 108 "Operating Segments".

Additional information relating to geographical dispersion is as follows:

	Revenue by location of customers	
	March 31, 2025	March 31, 2024
Europe	305	287
USA	2,200	1,963
India	1,166	1,209
Rest of the World	198	224
	3,869	3,683

Revenue from customers with more than 10% of total revenue amounts to Rs. 1,752 from 2 customers (for the year ended March 31, 2024: Rs. 2,052 from 3 customers).

	Carrying amount of segment assets by location of the assets		Addition to Fixed Assets/Right of use assets	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Europe	38	27	-	-
USA	5,402	5,358	-	-
India	25,291	27,458	-	39
Rest of the World	77	18	-	-
	30,808	32,861	-	39

(All amounts in Rs. Lakhs, unless otherwise stated)

	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
29 EARNINGS PER SHARE		
(Refer note 2.21)		
Basic and diluted earnings per share		
Profit for the year after tax	1,959	36,650
Nominal value per share (Rs.)	10	10
Weighted average number of equity shares considered for calculating basic and diluted earnings per share	11,14,03,716	11,14,03,716
Earnings per share – Basic and diluted (Rs.)	1.76	32.90

30 EMPLOYEE BENEFITS EXPENSE

(Refer note 2.6)

(a) Defined Contribution Plans

Provident Fund and Other Funds: During the year, the Company has recognised Rs. 80 (2024: Rs. 85) in the Statement of Profit and Loss relating to provident fund and other funds, which is included in the 'Contribution to provident and other funds'.

(b) Defined Benefit Plan

Gratuity (funded): The Company provides for gratuity, a defined benefit plan (the "gratuity plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The gratuity plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee's last drawn salary and years of employment with the Company.

The Company is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest risk: A decrease in the bond interest rate will increase the plan liability.

Investment risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The following tables summarise the components of expense recognised in the Statement of Profit and Loss and amounts recognised in the Balance Sheet for the gratuity plan:

	As at	As at
	March 31, 2025	March 31, 2024
(i) Movement in Present Value of the Defined benefit obligation		
Balance at the beginning of the year	391	392
Current Service Cost	32	34
Interest Cost	24	25
Actuarial (gains) / losses- Demographic	(2)	-
Actuarial (gains) / losses- Financial	1	(5)
Actuarial (gains) / losses- Experience	(50)	(24)
Benefit payments from plan assets	(13)	-
Benefit payments directly by employer	-	(31)
Present Value of Defined benefit obligation at the end of the year	383	391

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
(ii) Change in fair value of plan assets		
Balance at the beginning of the year	359	-
Expected return on plan assets	23	-
Employer contributions	13	358
Benefit payments from plan assets	(13)	-
Actuarial gains / (losses) on plan assets	2	1
Balance at the end of the year	384	359
(iii) Assets and Liabilities recognised in the Balance Sheet		
Present Value of Defined Benefit Obligation	383	391
Less: Fair value of plan assets	(384)	(359)
Amounts recognised as liability / (asset)	(1)	32
Recognised under:		
Non-current provisions [Refer note 16]	-	32
Non-current asset [Refer note 10]	1	-
	1	32
(iv) Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows.		
Current Service Cost	32	34
Interest expense on defined benefit obligation	24	25
Interest (income) on plan assets	(23)	-
Components of defined benefit costs recognised in profit or loss	33	59
Remeasurement on the net defined benefit liability:		
Actuarial (gains) / losses due to Demographic Assumption changes	(2)	-
Actuarial (gains) / losses due to Financial Assumption changes	1	(5)
Actuarial (gains) / losses due to Experience	(50)	(24)
Return on Plan Assets	(2)	-
Components of defined benefit costs recognised in other comprehensive income	(53)	(29)
Total	(20)	30
(v) Actuarial Assumptions		
Discount Rate	6.40%	6.95%
Attrition Rate	15%	20%
Increase in Compensation Cost	5.50%	6.00%
Retirement Age	60 years	60 years

(All amounts in Rs. Lakhs, unless otherwise stated)

vi) Expected Future Cashflows

Particulars	March 31, 2025	March 31, 2024
Year 1	61	83
Year 2	76	71
Year 3	47	74
Year 4	42	49
Year 5	38	41
Years 6 to 10	163	142

Notes:

- (i) The estimates of future salary increases, considered in the actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as supply and demand in the employment market.
- (ii) The discount rate is based on the prevailing market yields of Indian government securities as at the Balance Sheet date for the estimated term of the obligation.

	As at March 31, 2025	As at March 31, 2024
vii) Major Category of Plan Assets as a % of total Plan assets		
Investments with Life Insurance Corporation of India	100%	100%

viii) Expected contribution to the fund in the next year- Rs. 32

ix) Sensitivity analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The following table summarizes the impact on defined benefit obligation arising due to increase / decrease in key actuarial assumptions by 50 basis points:

As at March 31, 2025

Defined Benefit Obligation	Discount rate	Rate of Increase in Compensation Cost
Impact of decrease	8	(9)
Impact of increase	(9)	8

As at March 31, 2024

Defined Benefit Obligation	Discount rate	Rate of Increase in Compensation Cost
Impact of decrease	8	(7)
Impact of increase	(7)	8

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

31 FINANCIAL INSTRUMENTS**31.1 Capital management**

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Company consists of net debt and total equity of the Company.

The Company is not subject to any externally imposed capital requirements. The Company is fully funded by equity.

(All amounts in Rs. Lakhs, unless otherwise stated)

31.2 Categories of financial instruments

Particulars	As at	
	March 31, 2025	March 31, 2024
Financial assets		
<u>Measured at amortised cost</u>		
(a) Cash and bank balances	24,608	26,456
(b) Bank balances other than above	66	34
(c) Trade receivables	556	411
(d) Other financial assets at amortised cost	108	50
<u>Measured at cost unless otherwise stated</u>		
Investments (Net of provision for diminution in value of investments)	5,186	5,186
Financial liabilities		
<u>Measured at amortised cost</u>		
Lease liabilities	-	100
Other financial liability at amortised cost	617	673

31.3 Financial risk management

The Company is exposed to foreign currency risk, liquidity risk, credit risk and interest risk which may impact the fair value of its financial instruments. The Company has a risk management policy to manage & mitigate these risks.

The Company's risk management policy aims to reduce volatility in financial statements while maintaining balance between providing predictability in the Company's business plan along with reasonable participation in market movement.

31.4 Market Risk

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates (see note 31.5).

31.5 Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

Particulars	Liabilities as at		Assets as at	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
USD	26	53	120	73
EUR	56	18	-	-
Others*	3	6	-	-
Total	85	77	120	73

* Others include currencies such as CRC, PLN and GBP.

31.5.1 Foreign currency sensitivity analysis

The Company is mainly exposed to USD.

The following table details the Company's sensitivity to a 10% increase and decrease in the Rs. against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Company where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower. A positive number below indicates an increase in profit or equity where the Rs. strengthens 10% against the relevant currency. For a 10% weakening of the Rs. against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Impact on profit or loss for the year		Impact on total equity as at the end of the reporting period	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
USD sensitivity				
Increase by 10%	9	2	9	2
Decrease by 10%	(9)	(2)	(9)	(2)
EUR sensitivity				
Increase by 10%	(6)	(2)	(6)	(2)
Decrease by 10%	6	2	6	2
Others sensitivity*				
Increase by 10%	-	-	-	-
Decrease by 10%	-	-	-	-

* Others include currencies such as CRC, PLN and GBP.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year. This is mainly attributable to the exposure outstanding on USD receivable and payable in the Company at end of the reporting period.

31.6 Interest rate risk management

The Company is exposed to interest rate risk because the Company lend/ borrow funds at fixed interest rates. There is no exposure to market rate fluctuations.

The Companies exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

31.7 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company uses other publicly available financial information and its own trading records to rate its major customers. The Company's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Trade receivables consist various customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivables.

The Company does not have significant credit risk exposure to any single counterparty.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Provision for expected credit losses

The Company provides for expected credit loss based on the following:

Category	Description of category	Basis for recognition of expected credit loss provision		
		Loans at amortised cost	Other financial assets at amortised cost	Trade receivables
High quality assets, negligible credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil	12-month expected credit losses	12-month expected credit losses	Life-time expected credit losses (simplified approach)
Standard assets, moderate credit risk	Assets where the probability of default is considered moderate, however counter-party has sufficient capacity to meet the obligations			
Low quality assets, very high credit risk	Assets where there is a high probability of default and is considered as high risk	Life-time expected credit losses	Life-time expected credit losses	
Doubtful assets, credit-impaired	Assets are written off when there is no reasonable expectation of recovery	Asset is written off		

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars		Category	Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
March 31, 2025							
(a) Expected credit loss for loans and other financial assets at amortised cost							
Loss allowance measured at 12 month expected credit losses	Financial assets for which credit risk has not increased significantly since initial recognition	High quality assets, negligible credit risk	Other financial assets at amortised cost	76	0%	-	76
		Standard assets, moderate credit risk	Other financial assets at amortised cost	32	0%	-	32
(b) For expected credit loss for trade receivables under simplified approach refer note 11							

Particulars		Category	Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
March 31, 2024							
(a) Expected credit loss for loans and other financial assets at amortised cost							
Loss allowance measured at 12 month expected credit losses	Financial assets for which credit risk has not increased significantly since initial recognition	High quality assets, negligible credit risk	Other financial assets at amortised cost	11	0%	-	11
		Low quality assets, very high credit risk	Other financial assets at amortised cost	41	5%	2	39
(b) For expected credit loss for trade receivables under simplified approach refer note 11							

31.8 Liquidity risk management

The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

31.8.1 Liquidity and interest risk tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Average effective interest rate(%)	Less than 1 year	1-2 years	2 years & above	Total carrying value
March 31, 2025					
Non-interest bearing	-	617	-	-	617
		617	-	-	617
March 31, 2024					
Non-interest bearing	-	673	-	-	673
Lease liabilities	6.62%- 8.91%	43	55	14	112
		716	55	14	785

31.9 Fair value measurements**Fair value hierarchy**

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

There are no financial assets and liabilities measured at fair value as at March 31, 2025 and March 31, 2024

There have been no transfers between Level 1 and Level 2 during the year ended March 31, 2025 and March 31, 2024

Valuation MethodologiesFair value of financial assets and financial liabilities that are not measured at fair value

The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

32 RELATED PARTY DISCLOSURES**A. Names of related parties and nature of relationship:****1) Parties where control exists:****Nature of relationship****Names of related parties****(i) Holding companies:**

Ultimate Holding Company

DXC Technology Company

Intermediate holding companies

Computer Sciences Corporation, USA ('CSC, USA')

DXC US International Inc.

Lux 1 Holding Company, Inc.

DXC Luxembourg International S.a.r.l.

DXC Lux 5 S.a.r.l.

DXC Luxembourg Holding S.a.r.l.

DXC Lux 6 S.a.r.l.

DXC UK International Holdings Limited

DXC UK International Limited

DXC UK International Operations Limited

Xchanging Holdings Limited

Xchanging B.V.

Immediate holding company

Xchanging (Mauritius) Limited, Mauritius ('XML, Mauritius')

(ii) Subsidiary companies

Xchanging Solutions (Singapore) Pte Limited, Singapore ('XSSPL, Singapore')

Xchanging Solutions (USA) Inc, USA ('XSUI, USA')

Nexplicit Infotech India Private Limited, India ('NIPL, India') (Wholly owned subsidiary of Xchanging Solutions (USA) Inc)- Under Liquidation

(All amounts in Rs. Lakhs, unless otherwise stated)

(iii) Key Managerial Personnel (KMP)

Whole time Director & Chief Financial Officer	Shrenik Kumar Champalal
Managing Director & Chief Executive Officer	Nachiket Vibhakar Sukhtankar (till March 3, 2025)
Managing Director & Chief Executive Officer	Swaminathan Swaminathan (from March 4, 2025)
Company Secretary	Mayank Jain (till October 31, 2024)
Company Secretary	Ishwarya R (from November 1, 2024 to January 31, 2025)
Company Secretary	Radhika Khurana (from February 1, 2025)

2) Other Related Parties with whom transactions have taken place during the year:**Fellow subsidiaries**

Xchanging Builders (India) Private Limited, India ('XBPL, India')

Xchanging Technology Services India Private Limited, India ('XTSIPL, India')

Xchanging UK Limited, UK ('XUKL, UK')

DXC Technology India Private Limited, India ('DXC, India')

EIT Services India Private Limited, India ('EIT, India')

DXC Technology Services LLC, USA ('DXC, USA')

CSC CORP-Americas Outsourcing, USA ('Americas Outsourcing, USA')

EntServ Deutschland GmbH, Germany ('EntServ, Germany')

Enterprise Services Nederland B.V., Nederland ('Enterprise Services, Nederland')

Enterprise Services Sverige AB, Sweden ('Enterprise Services, Sweden')

DXC Technology Switzerland GmbH, Switzerland ('DXC, Switzerland')

CSC Computer Sciences Limited, UK ('CSC Computer, UK')

EntServ UK Limited, UK ('EntServ, UK')

Enterprise Services Costa Rica Limitada, Costa Rica ('Enterprise Services, Costa Rica')

DXC Integrated Services Victoria Pty Ltd, Australia ('DXC Integrated Services, Australia')

DXC Australia Pty Ltd, Australia ('DXC, Australia')

DXC Enterprise Australia Pty Ltd, Australia ('DXC Enterprise, Australia')

ESIT Canada Enterprise Services, Canada ('ESIT, Canada')

CHEU EntServ Schweiz(EnQ4), Switzerland ('CHEU EntServ, Switzerland')

Enterprise Services Italia Srl, Italy ('Enterprise Services, Italy')

DXC Technology Singapore Pte. Ltd, Singapore ('DXC, Singapore')

CSC Covansys Corporation, USA ('CSC Covansys, USA')

ENTERPRISE SERVICES FRANCE SAS, France ('ENTERPRISE SERVICES, France')

CSC Corp - FSG US, USA ('CSC Corp, USA')

DXC Technology Polska Sp. z o.o., Poland ('DXC Technology, Poland')

DXC Technology Services Singapore Pte.Ltd, Singapore ('DXC Technology, Singapore')

DXC Switzerland International, Switzerland ('DXC Switzerland International, Switzerland')

DXC Switzerland International SARL, UAE ('DXC Switzerland International SARL, UAE')

Xchanging Global Insurance Solutions Ltd, UK ('XGIS, UK')

(All amounts in Rs. Lakhs, unless otherwise stated)

B. Summary of transactions with related parties is as follows:	Holding companies		Subsidiary companies		Fellow subsidiaries		Total	
	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024

Expenses paid on behalf of the Company:

XUKL, UK	-	-	-	-	4	4	4	4
XTSIPL, India	-	-	-	-	-	1	-	1
DXC, India	-	-	-	-	11	2	11	2
EIT, India	-	-	-	-	35	37	35	37
DXC, USA	-	-	-	-	4	-	4	-
Total	-	-	-	-	54	44	54	44

Interest income on loans:

XTSIPL, India	-	-	-	-	-	99	-	99
XBPL, India	-	-	-	-	-	79	-	79
Total	-	-	-	-	-	178	-	178

Revenue:

XSUI, USA	-	-	1,145	1,197	-	-	1,145	1,197
XTSIPL, India	-	-	-	-	184	182	184	182
DXC, India	-	-	-	-	270	407	270	407
EIT, India	-	-	-	-	26	21	26	21
DXC, USA	-	-	-	-	365	447	365	447
Americas Outsourcing, USA	-	-	-	-	37	27	37	27
EntServ, Germany	-	-	-	-	60	27	60	27
Enterprise Services, Nederland	-	-	-	-	18	19	18	19
Enterprise Services, Sweden	-	-	-	-	-	15	-	15
XSSPL, Singapore	-	-	57	93	-	-	57	93
DXC, Switzerland	-	-	-	-	49	47	49	47
CSC Computer, UK	-	-	-	-	66	61	66	61
EntServ, UK	-	-	-	-	68	55	68	55
XUKL, UK	-	-	-	-	-	20	-	20
DXC Integrated Services, Australia	-	-	-	-	-	4	-	4
DXC, Australia	-	-	-	-	21	19	21	19
DXC Enterprise, Australia	-	-	-	-	16	19	16	19
ESIT, Canada	-	-	-	-	5	4	5	4
CHEU EntServ, Switzerland	-	-	-	-	4	9	4	9
Enterprise Services, Italy	-	-	-	-	3	24	3	24
DXC, Singapore	-	-	-	-	1	1	1	1
DXC Technology, Singapore	-	-	-	-	34	22	34	22
CSC Covansys, USA	-	-	-	-	46	45	46	45
ENTERPRISE SERVICES, France	-	-	-	-	-	26	-	26
CSC Corp, USA	-	-	-	-	-	22	-	22

(All amounts in Rs. Lakhs, unless otherwise stated)

DXC Switzerland International SARL, UAE	-	-	-	-	2	-	2	-
XGIS, UK	-	-	-	-	54	-	54	-
Total	-	-	1,202	1,290	1,329	1,523	2,531	2,813

Purchase of services

XTSIPL, India	-	-	-	-	285	137	285	137
DXC, India	-	-	-	-	34	34	34	34
Enterprise Services, Costa Rica	-	-	-	-	20	32	20	32
EIT, India	-	-	-	-	169	105	169	105
ENTERPRISE SERVICES, France	-	-	-	-	-	5	-	5
DXC Technology, Poland	-	-	-	-	3	13	3	13
DXC, USA	-	-	-	-	85	44	85	44
Total	-	-	-	-	596	370	596	370

Royalty

DXC Switzerland International, Switzerland	-	-	-	-	14	-	14	-
CSC, USA	27	-	-	-	-	-	27	-
Total	27	-	-	-	14	-	41	-

Dividend Income:

XSSPL, Singapore	-	-	-	6,868	-	-	-	6,868
Total	-	-	-	6,868	-	-	-	6,868

Dividend paid:

XML, Mauritius	2,320	17,401	-	-	-	-	2,320	17,401
XTSIPL, India	-	-	-	-	854	6,405	854	6,405
DXC, India	-	-	-	-	168	1,260	168	1,260
Total	2,320	17,401	-	-	1,022	7,665	3,342	25,066

Other Income:

XTSIPL, India	-	-	-	-	-	2	-	2
EIT, India	-	-	-	-	9	-	9	-
Total	-	-	-	-	9	2	9	2

Note:

(i) Amount below the rounding off norm adopted by the Company i.e. Rs. 1 Lakh are not considered above

C. Summary of balances of related parties is as follows:	Holding companies		Subsidiary companies		Fellow subsidiaries		Total	
	As at	As at	As at	As at	As at	As at	As at	As at
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024

Trade Receivables (including Unbilled revenue):

XSUI, USA	-	-	128	65	-	-	128	65
DXC, India	-	-	-	-	33	31	33	31
EIT, India	-	-	-	-	-	20	-	20
DXC, USA	-	-	-	-	42	32	42	32
XTSIPL, India	-	-	-	-	23	11	23	11
Enterprise Services, Nederland	-	-	-	-	2	1	2	1

(All amounts in Rs. Lakhs, unless otherwise stated)

XSSPL, Singapore	-	-	4	5	-	-	4	5
DXC, Switzerland	-	-	-	-	5	4	5	4
CSC Computer, UK	-	-	-	-	8	5	8	5
EntServ, Germany	-	-	-	-	8	1	8	1
XUKL, UK	-	-	-	-	-	2	-	2
Americas Outsourcing, USA	-	-	-	-	4	3	4	3
DXC, Australia	-	-	-	-	2	2	2	2
DXC Enterprise, Australia	-	-	-	-	1	2	1	2
CHEU EntServ, Switzerland	-	-	-	-	-	1	-	1
Enterprise Services, Italy	-	-	-	-	-	2	-	2
CSC Covansys, USA	-	-	-	-	3	6	3	6
ENTERPRISE SERVICES, France	-	-	-	-	-	6	-	6
DXC Technology, Singapore	-	-	-	-	4	3	4	3
XGIS, UK	-	-	-	-	8	-	8	-
EntServ, UK	-	-	-	-	7	6	7	6
Total	-	-	132	70	150	138	282	208

Trade Payables:

NIPL, India	-	-	-	16	-	-	-	16
XTSIPL, India	-	-	-	-	16	46	16	46
DXC, India	-	-	-	-	5	6	5	6
CSC, USA	21	-	-	-	-	-	21	-
DXC, USA	-	-	-	-	4	11	4	11
DXC Switzerland International, Switzerland	-	-	-	-	11	-	11	-
Enterprise Services, Costa Rica	-	-	-	-	-	5	-	5
DXC Technology, Poland	-	-	-	-	-	5	-	5
XUKL, UK	-	-	-	-	3	-	3	-
EIT, India	-	-	-	-	18	25	18	25
Total	21	-	-	16	57	98	78	114

Note:

(i) Amount below the rounding off norm adopted by the Company i.e. Rs. 1 Lakh are not considered above

D. Guarantee

Particulars	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
Guarantee given by DXC Technology Company, USA, the ultimate holding company for multiline credit facility with bank	450	-
Total	450	-

E. Remuneration paid to the key managerial personnel

Particulars	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
Salaries, bonus, etc.	79	81
Total	79	81

Note:

(i) As gratuity and compensated absences provision are computed for all the employees in aggregate, the amounts relating to key managerial personnel cannot be individually identified.

(All amounts in Rs. Lakhs, unless otherwise stated)

33 LEASES

(Refer note 2.4)

The Company has operating lease arrangements for its office premises. During the year, the lease arrangements for premises have been entered up to a maximum of 11 months from the respective dates of inception.

A. Break-up of current and non-current lease liabilities:

The following is the break-up of current and non-current lease liabilities as at March 31, 2025

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Current lease liabilities	-	37
Non-current lease liabilities	-	63
Total	-	100

B. Movement in Lease liabilities :

The following is the movement in lease liabilities during the year ended March 31, 2025

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Balance as at the beginning of the year	100	134
Additions	-	37
Deletions	(79)	(34)
Finance costs accrued during the period	4	8
Payment of Lease liabilities	(25)	(45)
Balance as at the end of the year	-	100

C. The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2025 on an undiscounted basis:

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Less than one year	-	43
One to five years	-	69
More than five years	-	-
Total	-	112

D. Amounts recognized in profit or loss:

Particulars	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
Interest on lease liabilities	4	8
Expenses relating to short- term leases	11	-
Depreciation of right of use of assets	21	40

E. Amounts recognized in statement of cash flows

Particulars	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
Total cash outflows for leases	25	45

(All amounts in Rs. Lakhs, unless otherwise stated)

34 CAPITAL AND OTHER COMMITMENTS

	As at March 31, 2025	As at March 31, 2024
(a) Capital Commitments		
Estimated value of contracts in capital account remaining to be executed (net of advances)	-	-
(b) Other Commitments		
(i) As at March 31, 2025, Xchanging Solutions (USA) Inc, USA, Company's wholly owned subsidiary, has negative net assets amounting to Rs. 5,956 (2024: Rs. 8,423). While the subsidiary is confident of generating funds from their operations, the Company intends to support the shortfall, if any.		

35 CONTINGENT LIABILITIES

(Refer note 2.11)

(i) Claims against the Company not acknowledged as debts:		
Income tax matters [Note (a)]	2,316	2,394
Service tax matters [Note (b)]	4,718	4,718
GST matters [Note (c)]	30	30
	7,064	7,142

Notes:

- (a) Represents various income tax demands under appeal and pending rectification.
- (b) The Company had received a Show Cause Notice ('SCN') from the Commissioner of Service Tax, Bangalore in October 2012 proposing a demand of service tax of Rs. 2,359 on import of certain services made by company during the FYs 2007-08 to 2011-12. In March 2013, a suitable reply to above SCN was filed by company stating the legal grounds in defence of the matter. In November 2020, the adjudicating authority i.e. the Principal Commissioner of Service Tax, Noida passed the Order In Original ('OIO') confirming the demand of service tax proposed in the SCN along with penalty of Rs. 2,359 and applicable interest. The company has filed an appeal before CESTAT in Allahabad against above OIO in April, 2021 after paying a pre-deposit amount of Rs. 177. In April 2025, CESTAT Allahabad has remanded back the matter to adjudicating authority for re-adjudication. Also refer note 10.
- (c) The Company has received demand order dated April 26, 2024, from the GST authority, Chennai relating to FY 2018-19 of INR 14.37 along with penalty of INR 1.44 and applicable interest of INR 14.39 on account of disallowance of Input tax credit. The Company has filed an appeal against the demand order before the appellate authority on July 25, 2024.
- (d) The above contingent liabilities are possible obligation or present obligation that may (but probably will not) require an outflow of resources.
- (e) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.
- (f) The Company does not expect any reimbursements in respect of the above contingent liabilities.

36 CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The funds were primarily utilised through the year on the activities which are specified in Schedule VII of the Companies Act, 2013:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Amount required to be spent by the Company during the year	299	42.5
Amount of expenditure incurred	299	42.5
Shortfall at the end of the year	Nil	Nil
Total of previous years shortfall	Nil	Nil
Reason for shortfall	Not Applicable	Not Applicable
Nature of CSR activities		
- Skill development and employability training on global service desk, hardware & networking and digital marketing course	56.6	40.9

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
- Residential software programming bootcamp for women from underserved communities	166.5	-
- Skill development of PWDs & underserved	65.0	-
- Administration expenses	10.9	1.6
Details of related party transactions (Refer note (i) below)	10.9	1.6
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	Nil	Nil

Notes:

(i) This is administration cost claimed for CSR purpose

37 The Company has strategic gross investment amounting to Rs. 11,224 (2024: Rs. 11,224) in Xchanging Solutions (USA) Inc, USA (“XSUI”), its wholly owned subsidiary. Based on assessment of value in use from continuing operations, the Company has made a provision of Rs. 6,045 (2024: Rs. 6,045) in prior years considering it to be “a decline other than temporary”. The Company has tested the investments for impairment as at year end using cash flow projections based on financial forecast approved by the management covering a five-year period. The Company considers Xchanging Solutions (USA) Inc as a strategic long term investment and based on future growth projections, in the opinion of the management, the remaining value of the investments is not required to be impaired. The company also has receivables (net of payables) from the subsidiary amounting to Rs. 128 (2024: Rs. 65), based on the evaluation of recoverability, the net receivables is considered good and recoverable.

38 TRANSFER PRICING

The Company has carried out international transactions with associated enterprises. The Company appoints independent consultants to conduct a Transfer Pricing Study to determine whether the transactions with associated enterprises undertaken during the period are on an “arms length basis”. For the current year, the transfer pricing study shall be completed within the permissible time under the legislation and adjustments, if any, arising from the transfer pricing study shall be accounted for as and when the study is completed. However, the Management is confident that its international transactions with associated enterprises are at arm’s length so that the aforesaid legislation/transactions will not have any material impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation for the current year.

39 DISCLOSURE AS PER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Loans given to subsidiary/ fellow subsidiaries in which directors are interested:

Name of the party	Relationship	Amount outstanding as at March 31, 2025	Maximum balance outstanding during the year
<u>Promoter</u>			
- Xchanging Technology Services India Private Limited	Fellow subsidiary	- (-)	- (909)
<u>Individual Related Parties:</u>			
- Xchanging Builders (India) Private Limited	Fellow subsidiary	- (-)	- (726)
- Xchanging Solutions (USA) Inc	Subsidiary	- (-)	- (17,283)

Note: Figures in bracket relate to previous year

For Investment in subsidiaries refer note 7

40 The Company had earlier given an unsecured loan of USD 38 Million during the Financial Year 2002 to 2008 to Xchanging Solutions USA Inc, wholly owned subsidiary of the Company which was fully provided as at March 31, 2023. On June 21, 2023 and December 22, 2023, the Company has received USD 23 Million (INR 18,315) and USD 15 Million (INR 12,650) respectively as repayment of this loan. Accordingly, the amount of INR 30,965 is recognized as other income and disclosed as exceptional items during the year ended March 31, 2024. The tax expenses of INR 3,443 on account of exchange gain on repatriation of loans are included in the current tax expenses during the year ended March 31, 2024.

(All amounts in Rs. Lakhs, unless otherwise stated)

- 41** During the year, the Company has obtained credit facility amounting to Rs.450 from Citibank. The facility from Citibank is secured by a corporate guarantee provided by DXC Technology Company, USA, the ultimate holding company. The facility is subject to annual renewal. No amount has been utilised till March 31, 2025. Refer note 32.
- 42** As per the MCA notification dated August 5, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, the Companies are required to maintain daily back-up of the books of account and other relevant books and papers on servers physically located in India on a daily basis. The books of account along with other relevant records and papers of the Company are maintained in electronic mode. These are readily accessible in India at all times and currently a backup (except for audit trail related data for certain tables related to master data for core ERP system) is maintained on a daily basis on servers physically located in India.
- 43** The company has used accounting softwares for maintaining its books of account for the year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that in respect of accounting software operated by third party service provider for maintaining payroll records, independent auditor's service organisation report did not cover the audit trail requirements. However, Independent auditor's service organisation report included a clean opinion for design, implementation and operating effectiveness of the adequate controls for the purpose of internal financial controls with reference to the financial statements.
- Further, there were no instances of audit trail feature being tampered with in respect of the accounting software for which the audit trail feature was operating.
- Additionally, the audit trail that was enabled and operated for the year ended March 31, 2024, has been preserved by the Company as per the statutory requirements for record retention.

44 APPROVAL OF FINANCIAL STATEMENTS

The financial statements of 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 21, 2025.

45 OTHER STATUTORY DISCLOSURES

45.1 As per Section 248 of the Companies Act, 2013, there are no balances outstanding with struck off companies.

45.2 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding, whether recorded in writing or otherwise, that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

45.3 Ratios

The following are analytical ratios for the year ended March 31, 2025 and March 31, 2024

Particulars	March 31, 2025	March 31, 2024	Variance	Basis of determination
Current ratio	7.54	7.48	1%	Current Assets / Current Liabilities
Debt-equity ratio	-	0.00	-100%	Total borrowings Including lease liabilities / Shareholders' equity
Debt service coverage ratio	598.00	370.58	61%	EBITDA / (Total Borrowings including lease liabilities + Interest expense)
Return on equity ratio	0.06	1.23	-95%	Profit after tax / Average Shareholders' equity
Inventory turnover ratio	NA	NA	-	Product Revenue / Inventory
Trade receivable turnover ratio	6.96	8.96	-22%	Total Revenue / Trade Receivables
Trade payable turnover ratio	5.55	4.27	30%	Total expenses excluding depreciation and finance cost / Trade payables
Net capital turnover ratio	0.18	0.16	13%	Total Revenue / (Current assets – current liabilities excluding borrowings & lease liability)
Net profit ratio	0.51	9.95	-95%	Profit after tax / Total Revenue
Return on capital employed	0.08	1.29	-94%	Earnings before interest and tax / (Total assets - current liabilities excluding borrowings & lease liability)
Return on investment	0.08	1.29	-94%	Earnings before interest and tax / (Total Borrowings including lease liabilities + Shareholders' Equity)

(All amounts in Rs. Lakhs, unless otherwise stated)

Reason for variation beyond 25%

Debt-equity ratio	Mainly due to derecognition of lease liability in current year
Debt service coverage ratio	Mainly due to higher EBITDA in previous year due to exceptional items Rs. 30,965, dividend income from subsidiary Rs. 6,868 and derecognition of lease liability in current year
Return on equity ratio	Mainly due to higher profit in previous year due to exceptional items net of tax Rs. 27,522, dividend income from subsidiary Rs. 6,868 and increase in average Shareholders' equity in current year
Trade payable turnover ratio	Mainly due to increase in total expenses and reduction in trade payable
Net profit ratio	Mainly due to higher profit in previous year due to exceptional items net of tax Rs. 27,522, dividend income from subsidiary Rs. 6,868 and increase in revenue in current year
Return on capital employed	Mainly due to higher earnings before interest & tax in previous year due to exceptional items Rs. 30,965, dividend income from subsidiary Rs. 6,868 and reduction in capital employed in current year
Return on investment	Mainly due to higher earnings before interest & tax in previous year due to exceptional items Rs. 30,965, dividend income from subsidiary Rs. 6,868 and reduction in shareholders' equity & derecognition of lease liability in current year

46 PREVIOUS YEAR FIGURES

The financial statements have been prepared in accordance with the amended Schedule III and accordingly previous year's numbers have been regrouped/reclasses (as necessary) and incremental disclosures have been made to compare with current year disclosures.

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

For and on behalf of the Board of Directors

Gurvinder Singh
Partner
Membership No. 110128

Swaminathan Swaminathan
Managing Director and
Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director and
Chief Financial Officer
DIN: 08099410

Place: Bengaluru
Date: May 21, 2025

Place: Chennai
Date: May 21, 2025

Place: Bengaluru
Date: May 21, 2025

Radhika Khurana
Company Secretary
M. No. A32557

Place: Gurugram
Date: May 21, 2025

INDEPENDENT AUDITOR'S REPORT

To The Members of Xchanging Solutions Limited Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Xchanging Solutions Limited (the "Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as the "Group") which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) specified under Section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. 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 statements under the provisions of the Act and the Rules made 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 on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	<p>Evaluation of uncertain tax positions</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes 3.1 (ii) and 36 to the consolidated financial statements.</p>	<p>Principal audit procedures performed:</p> <p>We obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls relating to:</p> <p>(1) identification, evaluation, recognition of provisions, and disclosure of material uncertain tax positions including matters under dispute by considering the assumptions and information used by management in performing this assessment;</p> <p>(2) completeness and accuracy of the underlying data/information used in the assessment.</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2025 from management. With the assistance of our internal experts, we challenged the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Our internal experts also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2024 to evaluate whether any change was required to management's position on these uncertainties.</p>

Information Other than the Financial Statements and Auditor's Report Thereon

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, Management Discussion and Analysis Report and Corporate Governance Report including

Independent Auditor's Report

Annexures thereon, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under Section 133 of the Act. 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 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 financial statements 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 the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and 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 intend 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 also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements 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 these consolidated financial statements.

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 consolidated financial statements, 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's 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 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 statements 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.

Independent Auditor's Report

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities to express an opinion on the consolidated financial statements. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements 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 consolidated financial statements.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of Rs. Nil as at March 31, 2025, total revenues of Rs. Nil and net cash outflows amounting to Rs. 37 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on such unaudited financial information. In our opinion and according to the explanations given to us by the Management, these financial information are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the financial information of the subsidiary referred to in the Other Matter section above we report, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, except for not keeping backup on a daily basis of audit trail related data (for certain tables related to master data) of such books of account maintained in electronic mode in a server physically located in India by the Parent (refer Note 41 to the consolidated financial statements) and not complying with the requirement of audit trail on the software operated by third party service provider for maintaining payroll records as stated in (i)(vi) below.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Parent Company as on March 31, 2025 taken on record by the Board of Directors of the Company, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) The modifications relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.
 - g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors'

Independent Auditor's Report

reports of the Parent company to whom internal financial controls over financial reporting is applicable. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent Company to its directors during the year, is in accordance with the provisions of Section 197 of the Act.

With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, - Refer Note 36 to the consolidated financial statements.
- ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts - Refer Note 17 to the consolidated financial statements
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent Company.
- iv) (a) The Management of the Parent Company, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in the note 45.2 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(b) The respective Management of the Parent Company, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in the note 45.2 to the consolidated financial statements, no funds have been received by the Parent Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us, whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) The final dividend proposed in the previous year, declared and paid by the Parent Company, whose financial statements have been audited under the Act, where applicable, during the year is in accordance with Section 123 of the Act, as applicable.

As stated in Note 15 to the consolidated financial statements, the Board of Directors of the Parent, whose financial statements have been audited under the Act, where applicable, have proposed final dividend for the year which is subject to the approval of the members of the Parent at the ensuing respective Annual General Meetings. Such dividend proposed is in accordance with Section 123 of the Act, as applicable.

- vi) Based on our examination, which included test checks, the Parent has used accounting softwares for maintaining its books of account for the year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that in respect of accounting software operated by third party service provider for maintaining payroll records, in the absence of independent auditor's service organisation report covering the audit trail requirement, we are unable to comment whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature been tampered with (Refer note 43 to the consolidated financial statements).

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of the accounting software for which the audit trail feature was operating.

Additionally, the audit trail that was enabled and operated for the year ended March 31, 2024, has been preserved by the Parent as per the statutory requirements for record retention.

Independent Auditor's Report

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO report issued by us for the Parent to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in the CARO report of the said company included in the consolidated financial statements.

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

Gurvinder Singh
(Partner)
(Membership No. 110128)
(UDIN 25110128BMHZUK3164)

Place: Bengaluru
Date: May 21, 2025

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as at and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of Xchanging Solutions Limited (hereinafter referred to as the "Parent"), as of that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and Board of Directors of the Parent, are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Parent company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Parent's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Parent's company's internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance

Independent Auditor's Report

with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Parent, has, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements, were operating effectively as at March 31, 2025, based on the internal control with reference to consolidated financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Gurvinder Singh
(Partner)
(Membership No. 110128)
(UDIN 25110128BMHZUK3164)

Place: Bengaluru
Date: May 21, 2025

CONSOLIDATED BALANCE SHEET

XCHANGING SOLUTIONS LIMITED Consolidated Balance Sheet as at March 31, 2025

(All amounts in Rs. Lakhs, unless otherwise stated)

	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	4	4	14
Right of use assets	5	-	92
Other intangible assets	6	-	-
Goodwill	7	15,841	15,841
Income tax assets (net)	20.1	1,524	2,357
Other non-current assets	10	178	297
Total non-current assets		17,547	18,601
Current assets			
Financial assets			
Trade receivables	11	1,225	1,144
Cash and cash equivalents	12	29,994	30,769
Bank balances other than above	13	66	34
Other financial assets	8	1,478	1,425
Other current assets	10	114	333
Total current assets		32,877	33,705
Total assets		50,424	52,306
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	11,140	11,140
Other equity	15	24,727	24,254
Total equity		35,867	35,394
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	34	-	63
Borrowings	16	6,410	10,426
Deferred tax liabilities (net)	9	839	743
Provisions	17	113	143
Total non-current liabilities		7,362	11,375

Consolidated Balance sheet

(All amounts in Rs. Lakhs, unless otherwise stated)

		As at	As at
	Note	March 31, 2025	March 31, 2024
Current liabilities			
Financial liabilities			
Lease liabilities	34	-	37
Borrowings	16	2,137	-
Trade payables			
- Dues of micro enterprises and small enterprises	18	1	-
- Dues of creditors other than micro enterprises and small enterprises	18	1,927	1,804
Other financial liabilities	19	101	81
Provisions	17	81	201
Current tax liabilities (net)	20.2	2,653	3,268
Other current liabilities	21	295	146
Total current liabilities		7,195	5,537
Total liabilities		14,557	16,912
Total equity and liabilities		50,424	52,306

See accompanying notes to the consolidated financial statements

In terms of our report attached.

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

For and on behalf of the Board of Directors

Gurvinder Singh
Partner
Membership No. 110128

Swaminathan Swaminathan
Managing Director and
Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director and
Chief Financial Officer
DIN: 08099410

Place: Bengaluru
Date: May 21, 2025

Place: Chennai
Date: May 21, 2025

Place: Bengaluru
Date: May 21, 2025

Radhika Khurana
Company Secretary
M. No. A32557

Place: Gurugram
Date: May 21, 2025

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

XCHANGING SOLUTIONS LIMITED

Consolidated Statement of Profit and Loss for the year ended March 31, 2025

(All amounts in Rs. Lakhs, unless otherwise stated)

	Note	For the year ended	For the year ended
		March 31, 2025	March 31, 2024
Revenue from operations	22	18,490	17,442
Other income	23	1,701	2,183
Total Income		20,191	19,625
Expenses			
Employee benefits expense	24	6,379	6,099
Finance costs	25	636	187
Depreciation and amortisation expense	26	29	54
Other expenses	27	6,806	6,667
Total expenses		13,850	13,007
Profit before tax		6,341	6,618
Tax expense/ (benefit)			
Current tax (also refer note 42)	28	1,623	5,607
Current tax- for the earlier years	28	(346)	(445)
Deferred tax	28	106	86
Total tax expense		1,383	5,248
Profit for the period		4,958	1,370
Other comprehensive income/ (expense)			
(A) (i) Items that will not be reclassified to profit or loss			
- Remeasurements of the defined benefit plans		53	29
(ii) Income tax relating to items that will not be reclassified to profit or loss		(13)	(7)
(B) (i) Items that may be reclassified to profit or loss			
- Exchange differences in translating the financial statements of foreign operations		(92)	(266)
(ii) Income tax relating to items that may be reclassified to profit or loss		23	67
Total other comprehensive income/ (expense)		(29)	(177)
Total Comprehensive Income for the period		4,929	1,193
Earnings per Equity Share (of Rs.10 each)	30		
Basic and diluted- In Rs.		4.45	1.23

See accompanying notes to the consolidated financial statements

In terms of our report attached.

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

For and on behalf of the Board of Directors

Gurvinder Singh
Partner
Membership No. 110128

Swaminathan Swaminathan
Managing Director and
Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director and
Chief Financial Officer
DIN: 08099410

Place: Bengaluru
Date: May 21, 2025

Place: Chennai
Date: May 21, 2025

Place: Bengaluru
Date: May 21, 2025

Radhika Khurana
Company Secretary
M. No. A32557

Place: Gurugram
Date: May 21, 2025

XCHANGING SOLUTIONS LIMITED

Consolidated Statement of changes in equity for the year ended March 31, 2025

(All amounts in Rs. Lakhs, unless otherwise stated)

a EQUITY SHARE CAPITAL

Balance at April 1, 2023	11,140
Changes in equity share capital during the year	-
Balance at March 31, 2024	11,140
Changes in equity share capital during the year	-
Balance at March 31, 2025	11,140

b OTHER EQUITY

Particulars	Reserves & Surplus			Items of other comprehensive income	Total other equity
	Capital reserve	Security premium	Retained earnings*	Foreign currency translation reserve	
Balance as of April 1, 2023	361	8,417	44,516	3,188	56,482
Profit for the year	-	-	1,370	-	1,370
Interim dividend paid (Refer note 15.4.(i))	-	-	(33,421)	-	(33,421)
Other comprehensive income for the year, net of tax (remeasurement of defined benefit plans)	-	-	22	(199)	(177)
Balance as of March 31, 2024	361	8,417	12,487	2,989	24,254

Particulars	Reserves & Surplus			Items of other comprehensive income	Total other equity
	Capital reserve	Security premium	Retained earnings*	Foreign currency translation reserve	
Balance as of April 1, 2024	361	8,417	12,487	2,989	24,254
Profit for the year	-	-	4,958	-	4,958
Interim dividend paid (Refer note 15.4.(ii))	-	-	(4,456)	-	(4,456)
Other comprehensive income for the year, net of tax (remeasurement of defined benefit plans)	-	-	40	(69)	(29)
Balance as of March 31, 2025	361	8,417	13,029	2,920	24,727

* Includes transfer of General Reserve in the YE 2011 to the extent of Rs. 5,612 created mainly on account of Debenture redemption reserve, revaluation of investments and adjustment on merger scheme in YE 2008/2009.

See accompanying notes to the consolidated financial statements

In terms of our report attached.
For **Deloitte Haskins & Sells LLP**
Chartered Accountants
Firm's Registration No. 117366W/W-100018

For and on behalf of the Board of Directors

Gurvinder Singh
Partner
Membership No. 110128

Swaminathan Swaminathan
Managing Director and
Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director and
Chief Financial Officer
DIN: 08099410

Place: Bengaluru
Date: May 21, 2025

Place: Chennai
Date: May 21, 2025

Place: Bengaluru
Date: May 21, 2025

Radhika Khurana
Company Secretary
M. No. A32557

Place: Gurugram
Date: May 21, 2025

CONSOLIDATED CASH FLOW STATEMENT

XCHANGING SOLUTIONS LIMITED

Consolidated Statement of Cash Flows for the year ended March 31, 2025

(All amounts in Rs. Lakhs, unless otherwise stated)

	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	6,341	6,618
Adjustments for:		
Depreciation and amortisation expense	8	14
Depreciation of right-of-use assets	21	40
Profit on sale of property, plant and equipment	(3)	(16)
Foreign exchange loss / (gain)- unrealised	(5)	1
Interest income	(1,506)	(1,882)
Liabilities no longer required written back	(2)	(8)
Other provisions no longer required written back	(7)	-
Interest expense	636	187
Operating profit before working capital changes	5,483	4,954
Adjustments for changes in working capital:		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Trade receivables	(60)	(383)
Other current assets	254	(234)
Loans & other financial assets and other assets	228	523
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables	95	243
Other financial liabilities and other liabilities	(134)	(319)
Provisions	(100)	(206)
Cash generated from operations	5,766	4,578
Net income tax (paid)	(1,091)	(5,784)
Net cash (used in)/ generated from operating activities (A)	4,675	(1,206)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	-	(2)
Proceeds from sale of property, plant and equipment	5	19
Proceeds from loans given	-	1,618
Deposits with banks with maturity period more than 3 months but less than 12 months	(32)	(27)
Interest received	1,441	1,940
Net cash generated from investing activities (B)	1,414	3,548

Consolidated Cash Flow Statement

(All amounts in Rs. Lakhs, unless otherwise stated)

	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayments of borrowings	(1,879)	-
Proceeds from borrowings	-	10,426
Payment of lease liabilities	(25)	(45)
Interest paid	(642)	(177)
Interim dividend paid (Refer note 15.4.(i) & (ii))	(4,456)	(33,421)
Net cash used in financing activities (C)	(7,002)	(23,217)
Net decrease in cash and cash equivalents (A + B + C)	(913)	(20,875)
Cash and cash equivalents at the beginning of the year	30,769	51,486
Effect of exchange differences on balances with banks in foreign currency	138	158
Cash and cash equivalents at the end of the year	29,994	30,769
Cash on hand	-	-
Balances with banks:		
In current accounts	7,594	5,769
Demand deposits (less than 3 months maturity)	22,400	25,000
Net cash and cash equivalents included in note 12	29,994	30,769
Cash and cash equivalents	29,994	30,769

Notes:

(1) Figures in brackets indicate cash outflow.

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached.

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

For and on behalf of the Board of Directors

Gurvinder Singh
Partner
Membership No. 110128

Swaminathan Swaminathan
Managing Director and
Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director and
Chief Financial Officer
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Place: Bengaluru
Date: May 21, 2025

Place: Chennai
Date: May 21, 2025

Place: Bengaluru
Date: May 21, 2025

Radhika Khurana
Company Secretary
M. No. A32557

Place: Gurugram
Date: May 21, 2025

XCHANGING SOLUTIONS LIMITED

Notes forming part of the consolidated financial statements

(All amounts in Rs. Lakhs, unless otherwise stated)

1. GENERAL INFORMATION

Xchanging Solutions Limited ('the Company'), incorporated on February 1, 2002 having CIN: L72200KA2002PLC030072, is an information technology (IT) services provider with operations in India and an international presence established through subsidiaries in USA and Singapore.

2. MATERIAL ACCOUNTING POLICIES

2.1 Basis of preparation and presentation

These consolidated financial statements relating to Xchanging Solutions Limited ('the Company') and its subsidiaries (together 'the Group') have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 & relevant amendment rules issued thereafter and guidelines issued by the Securities and Exchange Board of India (SEBI) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values at the end of each reporting period as explained in the accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-bases payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below:

2.2 Basis of consolidation

2.2.1 Subsidiaries

- (A) Subsidiaries are all entities (including structured entities) over which the Company has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The consolidated financial statements of the Group have been prepared based on a line-by-line consolidation of the balance sheet, statement of profit and loss and cash flow statement of the Company and its subsidiaries as at and for the year ended March 31, 2025. All inter-company transactions and balances between the entities included in the consolidated financial statements have been eliminated.

The excess of cost to the Company of its investments in subsidiaries, over its proportionate share in equity of the subsidiaries at the date of acquisition is recognised in the consolidated financial statements as Goodwill. In case the cost of investment in subsidiaries is less than the proportionate share in equity of the subsidiaries at the date of acquisition, the difference is treated as Capital Reserve and disclosed under Reserves and Surplus.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's separate financial statements.

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

(B) Subsidiaries considered in the consolidated financial statements are given below:

Name of the subsidiary	Country of incorporation	Ownership Interest	
		2025	2024
Direct subsidiaries:			
Xchanging Solutions (Singapore) Pte Limited	Singapore	100%	100%
Xchanging Solutions (USA) Inc	USA	100%	100%
Step-down subsidiaries:			
Nexplicit Infotech India Private Limited (Wholly owned subsidiary of Xchanging Solutions (USA) Inc)- Under Liquidation	India	100%	100%

2.3 Goodwill arising on consolidation

Goodwill arising on acquisition is the difference between the cost of an acquired business and the aggregate of the fair value of that entity's identifiable assets and liabilities. Goodwill arising on consolidation is carried at the value determined at the date of acquisition of the subsidiary. Goodwill arising on consolidation is not amortised, but is tested for impairment at every balance sheet date.

2.4 Revenue recognition

Revenue is recognised net of Goods and Services Tax (GST) to the extent that it is probable that economic benefit will flow to the Group and that revenue can be reliably measured. Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services. Arrangements with customers for software related services are either on a fixed-price or on a time-and-material basis. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation.

- (i) Revenue on Time and Material contracts ("T&M") are recognised as the related services are performed and revenue from the end of the last invoicing to the reporting date is recognised as unbilled revenue. Revenue from fixed-price where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognised as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Maintenance revenue is recognised ratably over the term of the underlying maintenance arrangement.
- (ii) In arrangements for software development and related services and maintenance services, the Group has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the Group is unable to determine the standalone selling price, the Group uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.
- (iii) Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.
- (iv) Revenue from licenses where the customer obtains a "right to use" the licenses is recognised at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognised over the access period. Arrangements to deliver software products generally have three elements: license, implementation and Annual Maintenance Contracts (AMC). The Group has applied the principles under Ind AS 115 to account for revenues from these performance obligations.

When implementation services are provided in conjunction with the licensing arrangement and the license and

(All amounts in Rs. Lakhs, unless otherwise stated)

implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach. Where the license is required to be substantially customized as part of the implementation service the entire arrangement fee for license and implementation is considered to be a single performance obligation and the revenue is recognised using the percentage-of-completion method as the implementation is performed. Revenue from support and other services arising due to the sale of software products is recognised as the performance obligations are satisfied. AMC revenue is recognised ratably over the period in which the services are rendered.

- (v) Provision for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable based on the current contract estimates.
- (vi) Deferred and unearned revenues represent the estimated unearned portion of fees derived from certain fixed-rate service agreements. Unearned revenues for fixed fee contracts are recognised on a pro-rata basis over the term of the underlying service contracts, which are generally one year.
- (vii) Unbilled revenue represents costs and earnings in excess of billings as at the balance sheet date.

2.5 Other Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accounted on accrual basis and recognised at effective interest rate wherever applicable. Dividend income is accounted for when the right to receive it is established.

2.6 Leases

As a lessee:

The Group's lease asset classes primarily consist of leases for buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

2.7 Foreign currencies

- (i) Functional and presentation currency

The functional currency of Xchanging Solutions Limited and Nexexplicit Infotech India Private Limited is the Indian

(All amounts in Rs. Lakhs, unless otherwise stated)

rupee. The functional currencies of Xchanging Solutions (Singapore) Pte Limited and Xchanging Solutions (USA) Inc are the respective local currencies. These financial statements are presented in Indian rupee.

(ii) Initial recognition:

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(iii) Subsequent recognition:

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period other than those monetary assets which are provided for being doubtful of recovery.

Exchange differences on restatement of all monetary items are recognised in the Statement of Profit and Loss.

(iv) Translation of foreign operations:

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Indian Rupees using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation, the cumulative amount of the exchange differences which have been deferred and which relate to that operation are recognised as income or as expense in the same period in which the gain or loss on disposal is recognised.

2.8 Employee benefits

2.8.1 Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The gratuity fund is recognised by the income tax authorities and is administered through trust set up by the Group. The provision for gratuity recognised in the balance sheet represents the present value of the defined benefit obligations reduced by the fair value of scheme assets.

The Group presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

2.8.2 Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries and annual leave in

(All amounts in Rs. Lakhs, unless otherwise stated)

the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits, are measured at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

The Group has a policy on compensated absences which are accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid/availed as a result of the unused entitlement that has accumulated at the Balance Sheet date.

2.9 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.9.1 Current tax

Income tax expense or credit for the period is the tax payable on the current period's taxable income using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The Group periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2.9.2 Deferred tax

Deferred income tax assets and liabilities are recognized for all temporary difference arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred taxes and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.9.3 Current tax and deferred tax for the year

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

2.10 Property, plant and equipment and depreciation

- (i) Property, plant and equipment are stated at cost of acquisition less accumulated depreciation and impairment losses. Cost comprises the purchase price and any directly attributable costs of bringing the assets to their working condition for their intended use.
- (ii) Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on Property, plant & equipment has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes etc:

<u>Category of assets</u>	<u>Estimated useful life</u>
Computers	4 to 7 years

(All amounts in Rs. Lakhs, unless otherwise stated)

- (iii) Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.
- (iv) Leasehold improvements are amortised over the period of lease or five years (useful life), whichever is lower.
- (v) Assets individually costing up to Rupees five thousand are fully depreciated in the year of purchase.

2.11 Intangible Assets and Amortisation

Intangible assets with finite useful lives are stated at cost of acquisition less accumulated amortisation and impairment losses.

Intangible assets are recognised only if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss. Intangible assets comprise of Goodwill and computer software.

- (i) Computer software is amortised over an estimated useful life of upto seven years.
- (ii) The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

2.12 Impairment of tangible and intangible assets

The carrying values of tangible and intangible assets at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each financial year even if there is no indication that the asset is impaired:

- (a) an intangible asset that is not yet available for use; and (b) an intangible asset with indefinite useful life.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognised.

2.13 Provisions and contingent liabilities

Provisions: A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions for onerous contracts (i.e., contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it) are recognised when it is probable that cash outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

Contingent liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability.

2.14 Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial

(All amounts in Rs. Lakhs, unless otherwise stated)

assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2.15 Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value depending on the classification of the Financial assets.

2.15.1 Classification of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost (except for financial assets that are designated at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

For the impairment policy on financial assets measured at amortised cost, refer Note 2.15.3

Financial assets that meet the following conditions are subsequently measured at Fair Value Through Other Comprehensive Income ("FVTOCI") (except for financial assets that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in profit or loss for FVTOCI financial assets. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortised cost are recognised in profit or loss and other changes in the fair value of FVTOCI financial assets are recognised in other comprehensive income and accumulated under the heading of 'Reserve for financial assets through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

For the impairment policy on financial assets at FVTOCI, refer Note 2.15.3

All other financial assets are subsequently measured at fair value.

2.15.2 Financial assets at fair value through profit or loss (FVTPL)

Financial assets that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL. In addition, financial assets that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Group has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

2.15.3 Impairment of financial assets

In accordance with Ind AS 109, the Group applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the Financial assets that are initially measured at fair value with subsequent measurement at amortised cost.

(All amounts in Rs. Lakhs, unless otherwise stated)

The Group follows 'simplified approach' for recognition of impairment loss allowance for trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in the subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on a twelve month ECL.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original Effective Interest Rate (EIR).

Allowance for Trade receivables

The Group follows a 'simplified approach' (i.e. based on lifetime ECL) for recognition of impairment loss allowance on Trade receivables (including lease receivables). For the purpose of measuring lifetime ECL allowance for trade receivables, the Group estimates irrecoverable amounts based on the ageing of the receivable balances and historical experience. Further, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

2.15.4 Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

2.15.5 Foreign exchange gains and losses

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period. For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognised in profit or loss.

2.16 Financial liabilities

Classification as debt

Debt are classified as financial liabilities in accordance with the substance of the contractual arrangements and the definitions of a financial liability

Financial liabilities

2.16.1 Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL, are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

2.16.2 Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in profit or loss.

(All amounts in Rs. Lakhs, unless otherwise stated)

2.16.3 Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

2.17 Derivative financial instruments

The Group enters into derivative financial instruments to manage its exposure to foreign exchange rate risks through foreign exchange forward contracts.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately.

2.18 Use of estimates

The preparation of the consolidated financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the period. The Management believes that the estimates used in preparation of the consolidated financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.19 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.20 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

2.21 Segment Reporting

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Based on the 'management approach' as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Group's performance based on an analysis of various performance indicators by business segments and geographic segments.

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Group. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Group as a whole and are not allocable to segments on a reasonable basis, is included as "Unallocated". Segment assets includes all the assets except for deferred tax assets which are treated as unallocable.

The dominant source of risk and returns of the enterprise is considered to be the business in which it operates, viz. - Information Technology (IT) Services. The sub businesses are fully aligned to IT Services business of the Group and the same are being viewed by the management as a single business segment. Being a single business segment Group, no primary segment information is being provided.

2.22 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for

(All amounts in Rs. Lakhs, unless otherwise stated)

the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.23 Project work expenses

Project work expenses represents amounts charged by sub-contractors. These expenses are recognised on an accrual basis.

2.24 GST input credit

GST input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing/ utilising the credits.

2.25 Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

2.26 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss under respective head in the period in which they become receivable.

2.27 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 2, the management of the Company is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations, that the management have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

- i) Impairment of goodwill- Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. No impairment for goodwill has been identified during the year.
- ii) Income taxes- The Group's three major tax jurisdictions are India, Singapore and the United States of America, though the Group also files tax returns in other foreign jurisdictions. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions. Also refer to note 28.
- iii) Estimation of defined benefit obligation and other employee obligations- Employee benefit obligations are measured using actuarial methods. This requires various assumptions including with respect to salary trends, attrition rate, discounting factor etc. The Group engages third party qualified valuers to perform the actuarial valuation.

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
4 PROPERTY, PLANT AND EQUIPMENT		
(Refer note 2.10 and 2.12)		
(Owned unless specified)		
Carrying amounts of:		
Leasehold Improvements	2	3
Computers	2	10
Office Equipment	-	1
Furniture and Fittings	-	-
	<u>4</u>	<u>14</u>

The changes in the carrying value for the year ended March 31, 2025

Particulars	Leasehold Improvements	Computers	Office Equipment	Furniture and Fittings	Total
Gross carrying value					
Balance as at April 1, 2023	21	760	61	6	848
Additions	-	2	-	-	2
Disposals	(15)	(357)	(28)	(5)	(405)
Translation	-	-	-	-	-
Balance as at March 31, 2024	6	405	33	1	445
Additions	-	-	-	-	-
Disposals	-	(243)	(28)	(1)	(272)
Translation	-	-	-	-	-
Balance as at March 31, 2025	6	162	5	-	173
Accumulated depreciation					
Balance as at April 1, 2023	17	738	59	6	820
Depreciation expense	1	12	1	-	14
Eliminated on disposals of assets	(15)	(355)	(28)	(5)	(403)
Translation	-	-	-	-	-
Balance as at March 31, 2024	3	395	32	1	431
Depreciation expense	1	6	1	-	8
Eliminated on disposals of assets	-	(241)	(28)	(1)	(270)
Translation	-	-	-	-	-
Balance as at March 31, 2025	4	160	5	-	169
Carrying value as at March 31, 2025	2	2	-	-	4
Carrying value as at March 31, 2024	3	10	1	-	14

5 RIGHT OF USE ASSETS

(Refer note 2.6)

Following are the changes in the carrying value of right of use assets for the year ended March 31, 2025:

Particulars	Buildings
Balance as at April 1, 2023	126
Additions	37
Deletions	(31)
Depreciation	(40)
Balance as at March 31, 2024	92
Additions	-
Deletions	(71)
Depreciation	(21)
Balance as at March 31, 2025	-

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
6 OTHER INTANGIBLE ASSETS		
(Refer note 2.11 and 2.12)		
Carrying amounts of:		
Computer software	-	-
	-	-
	-	-

Particulars	Computer software	Total
Gross carrying value		
Balance as at April 1, 2023	64	64
Additions	-	-
Disposals	(64)	(64)
Translation	-	-
Balance as at March 31, 2024	-	-
Additions	-	-
Disposals	-	-
Translation	-	-
Balance as at March 31, 2025	-	-
Accumulated amortisation		
Balance as at April 1, 2023	63	63
Amortisation expense	-	-
Disposals	(63)	(63)
Translation	-	-
Balance as at March 31, 2024	-	-
Amortisation expense	-	-
Disposals	-	-
Translation	-	-
Balance as at March 31, 2025	-	-
Carrying value as at March 31, 2025	-	-
Carrying value as at March 31, 2024	-	-

	As at March 31, 2025	As at March 31, 2024
7 GOODWILL		
(Refer note 2.3 and 3.1.(i))		
Carrying amounts of:		
Cost	15,841	15,841
Accumulated impairment losses	-	-
	-	-
	-	-
	15,841	15,841

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Cost		
Balance at the beginning of year	15,841	15,841
Additions	-	-
Derecognised	-	-
Balance at the end of year	15,841	15,841
Accumulated impairment losses		
Balance at the beginning of year	-	-
Impairment losses recognised in the year	-	-
Balance at the end of year	-	-
Net block at the end of the year	15,841	15,841

7.1 Allocation of goodwill to cash-generating units

The entire goodwill is allocated to Information Technology services (CGU).

The recoverable amount of this CGU is determined based on a value in use calculation which uses cash flow projections based on financial forecast approved by the management covering a five-year period, and a discount rate of 13% p.a. (2024: 14% p.a.).

Cash flow projections during the forecast period are based on the expected gross margins. The cash flows beyond that five-year period have been extrapolated using a terminal growth rate of 1% p.a. (2024: 1% p.a.). The management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

As of March 31, 2025, the estimated recoverable amount of the CGU exceeded its carrying amount, hence impairment is not triggered. The key assumptions used for the calculations are as follows:

- (1) EBIT margin: Average gross margins achieved in the prior 4 years before the forecast period.
- (2) Discount rate: Discount rate is based on the Weighted Average Cost of Capital (WACC) of the Company. These estimates are likely to differ from future actual results of operations and cash flows.

	As at	As at
	March 31, 2025	March 31, 2024
8 OTHER FINANCIAL ASSETS		
(Refer note 2.4, 2.15 and 2.18)		
Unsecured considered good unless otherwise stated		
Current		
Unbilled revenue		
- Fellow subsidiaries [Refer note 33]	1	-
- Others	1,398	1,402
Interest accrued on bank deposits	76	11
Other Loans and advances (includes advances to employees and other receivables)		
- Considered good	3	12
- Considered doubtful	-	2
(Less): Provision for doubtful advances	-	(2)
	1,478	1,425

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

9 DEFERRED TAX ASSETS (NET)

(Refer note 2.9 and 3.1.(ii))

Details of deferred tax assets and liabilities as at March 31, 2025 comprise of the following:

Particulars	As at April 1, 2024	(Credit)/ Charged to Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2025
Deferred Tax Assets				
Depreciation	82	9	-	73
Provision for gratuity	8	(5)	13	-
Provision for compensated absences	38	2	-	36
Provision for other employee benefits	45	3	-	42
Provision for doubtful advances	86	86	-	-
Adjustment for lease	2	2	-	-
Exchange differences in translating the financial statements of foreign operations	63	-	-	63
Others	15	9	-	6
Total (A)	339	106	13	220
Deferred Tax Liabilities				
Exchange differences in translating the financial statements of foreign operations	(1,082)	-	(23)	(1,059)
Total (B)	(1,082)	-	(23)	(1,059)
Deferred Tax Assets/ (Liabilities) (Net) (A)-(B)	(743)	106	(10)	(839)

As at March 31, 2024

Particulars	As at April 1, 2023	(Credit)/ Charged to Statement of Profit and Loss	Recognised in Other Comprehensive Income	As at March 31, 2024
Deferred Tax Assets				
Depreciation	95	13	-	82
Provision for gratuity	98	83	7	8
Provision for compensated absences	38	-	-	38
Provision for other employee benefits	43	(2)	-	45
Provision for doubtful advances	89	3	-	86
Adjustment for lease	2	-	-	2
Exchange differences in translating the financial statements of foreign operations	63	-	-	63
Others	4	(11)	-	15
Total (A)	432	86	7	339
Deferred Tax Liabilities				
Exchange differences in translating the financial statements of foreign operations	(1,149)	-	(67)	(1,082)
Total (B)	(1,149)	-	(67)	(1,082)
Deferred Tax Assets (Net) (A)-(B)	(717)	86	(60)	(743)

9.1 Unrecognised taxable temporary differences associated with investments and interests

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Taxable temporary differences in relation to investments in subsidiaries for which deferred tax liabilities have not been recognised are attributable to the following:		
- foreign subsidiaries	335	1,573
Total	335	1,573

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
10 OTHER ASSETS		
(Refer note 2.24)		
Unsecured considered good unless otherwise stated		
Non-current		
Advances recoverable in kind		
- Service tax [Refer note 36(b)]	177	177
Balances with Government Authorities (Service tax & GST)		
- Considered good	-	120
- Considered doubtful	-	338
(Less): Provision for doubtful advances	-	(338)
Net defined benefit asset [Refer note 31]	1	-
	<u>178</u>	<u>297</u>
Current		
Balances with Government Authorities (Service tax & GST)	30	248
Prepaid Expenses	84	84
Other Loans and advances		
- Considered good	-	1
	<u>114</u>	<u>333</u>
11 TRADE RECEIVABLES		
(Refer note 2.15, 32 and 33)		
(Unsecured)		
Considered good	1,225	1,144
Credit impaired	-	-
Less: Allowance for credit impairment	-	-
	<u>1,225</u>	<u>1,144</u>

Trade receivables ageing schedule for the year ended as on March 31, 2025

Particulars	Outstanding for the following period from due date of payments						Total
	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered Good	1,187	38	-	-	-	-	1,225
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	1,187	38	-	-	-	-	1,225
Less: Allowance for credit impairment							-
Total Trade Receivable							1,225

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

Trade receivables ageing schedule for the year ended as on March 31, 2024

Particulars	Outstanding for the following period from due date of payments						Total
	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables - Considered Good	880	264	-	-	-	-	1,144
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
Total	880	264	-	-	-	-	1,144
Less: Allowance for credit impairment							-
Total Trade Receivable							1,144

	As at March 31, 2025	As at March 31, 2024
12 CASH AND CASH EQUIVALENTS		
(Refer note 2.19)		
Balances with banks		
In current accounts	7,594	5,769
In demand deposit accounts (less than 3 months maturity)	22,400	25,000
Cash on hand	-	-
Cash and cash equivalent as per consolidated statement of cash flow	<u>29,994</u>	<u>30,769</u>
13 OTHER BANK BALANCES		
Long Term Deposit with maturity more than 3 months but less than 12 months	9	7
Unpaid dividend accounts	57	27
	<u>66</u>	<u>34</u>
Fixed Deposits with Banks include:		
Rs. 9 (2024: Rs. 7) which are under lien		
14 EQUITY SHARE CAPITAL		
Authorised capital:		
125,000,000 (2024: 125,000,000) Equity shares of Rs.10 each	12,500	12,500
Issued, subscribed and paid up capital:		
111,403,716 (2024: 111,403,716) Equity shares of Rs.10 each fully paid up	11,140	11,140
	<u>11,140</u>	<u>11,140</u>

a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year are as given below:

Equity Shares	As at March 31, 2025		As at March 31, 2024	
	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the year	11,14,03,716	11,140	11,14,03,716	11,140
Add / (Less): Movement during the year	-	-	-	-
Shares outstanding at the end of the year	11,14,03,716	11,140	11,14,03,716	11,140

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

b) Terms/ rights attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs.10 each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) Details of shares held by the holding company and its subsidiaries:

Name of Shareholder	As at	As at
	March 31, 2025	March 31, 2024
	Number of Shares	Number of Shares
Xchanging (Mauritius) Limited, the immediate holding company	5,80,02,787	5,80,02,787
Xchanging Technology Services India Private Limited, subsidiary of Immediate Holding Company	2,13,48,838	2,13,48,838
	7,93,51,625	7,93,51,625

d) Details of shares held by each shareholder holding more than 5% shares:

Name of Shareholder	As at March 31, 2025		As at March 31, 2024	
	Number of Shares held	Percentage	Number of Shares held	Percentage
Xchanging (Mauritius) Limited	5,80,02,787	52.07	5,80,02,787	52.07
Xchanging Technology Services India Private Limited	2,13,48,838	19.16	2,13,48,838	19.16

e) Details of Shares held by promoters at the end of the year

Promoter name	As at March 31, 2025		
	Number of Shares held	% of total shares	% change during the year
Xchanging (Mauritius) Limited	5,80,02,787	52.07	-
Xchanging Technology Services India Private Limited	2,13,48,838	19.16	-
DXC Technology India Private Limited	42,01,162	3.77	-
Total	8,35,52,787	75.00	-

Promoter name	As at March 31, 2024		
	Number of Shares held	% of total shares	% change during the year
Xchanging (Mauritius) Limited	5,80,02,787	52.07	-
Xchanging Technology Services India Private Limited	2,13,48,838	19.16	-
DXC Technology India Private Limited	42,01,162	3.77	-
Total	8,35,52,787	75.00	-

	As at	As at
	March 31, 2025	March 31, 2024
15 OTHER EQUITY		
Capital reserve	361	361
Security premium	8,417	8,417
Foreign currency translation reserve	2,920	2,989
Retained earnings	13,029	12,487
	24,727	24,254

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
15.1 Capital reserve		
Balance at the beginning of the year	361	361
Add / (Less): Movement during the year	-	-
Balance at the end of the year	<u>361</u>	<u>361</u>
Capital reserve represents waiver of liability by Scandent Holding Mauritius Limited, erstwhile ultimate holding company.		
15.2 Security premium		
Balance at the beginning of the year	8,417	8,417
Add / (Less): Movement during the year	-	-
Balance at the end of the year	<u>8,417</u>	<u>8,417</u>
Amounts received (on issue of shares) in excess of the par value has been classified as securities premium.		
15.3 Foreign currency translation reserve		
Balance at the beginning of the year	2,989	3,188
Add: Exchange difference arising on translating the foreign operations net of income tax	(69)	(199)
Balance at the end of the year	<u>2,920</u>	<u>2,989</u>
Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Rs.) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Exchange differences previously accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operation.		
15.4 Retained earnings		
Balance at the beginning of the year	12,487	44,516
Profit for the year	4,958	1,370
Interim Dividend paid (Refer Note (i) & (ii) below)	(4,456)	(33,421)
Other comprehensive income arising from remeasurement of defined benefit obligation net of tax	40	22
Balance at the end of the year	<u>13,029</u>	<u>12,487</u>

Retained earnings comprise of the Company's prior years' undistributed earnings after taxes.

Note:

- (i) During the year ended March 31, 2024, the Board of Directors of the Company had considered and recommended Interim dividend of INR 15 per equity share (face value of INR 10 each) amounting to INR 16,711 for the financial year ending March 31, 2024 at their meeting held on July 10, 2023 and the same was approved by the shareholders at their annual general meeting held on August 25, 2023. Also the Board of Directors of the Company at their meeting held on February 13, 2024, had approved second interim dividend of INR 15 per equity share (face value of INR 10 each) amounting to INR 16,711 for the financial year ending March 31, 2024. These dividends had been paid during year ended March 31, 2024.
- (ii) The Board of Directors of the Company had considered and recommended final dividend of INR 4 per equity share (including special dividend of INR 2 per equity share) (face value of INR 10 each) amounting to INR 4,456 for the financial year ended March 31, 2024 at their meeting held on May 23, 2024 and the same was approved by the shareholders at their annual general meeting held on July 24, 2024. The aforesaid dividend was paid on July 30, 2024.

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

- (iii) The Board of Directors of the Company has considered and recommended final dividend of INR 2 per equity share (face value of INR 10 each) amounting to INR 2,228 for the financial year ended March 31, 2025 at their meeting held on May 21, 2025. The recommended final dividend on equity shares is subject to approval of shareholders at the ensuing annual general meeting.

	As at March 31, 2025	As at March 31, 2024
16 BORROWINGS		
(Refer note 2.16 and 2.18)		
Unsecured, at amortised cost		
Non-current		
Loan from Intermediate holding company [Refer note 33 and note (i) below]	6,410	10,426
	<u>6,410</u>	<u>10,426</u>
Current		
Loan from Intermediate holding company [Refer note 33 and note (i) below]	2,137	-
	<u>2,137</u>	<u>-</u>

Note:

- (i) Xchanging Solutions USA Inc, wholly owned subsidiary of the Company has received an intercompany loan of USD 12.5 Million from Computer Sciences Corporation, USA on December 21, 2023. The same has been approved by the shareholders of the Company through postal ballot. The loan carries an interest rate of 6.139% p.a. charged on the outstanding loan balances and the loan is repayable in full by December 31, 2028. There are no defaults in repayment of principal borrowings or interest there on.

Loans from Promoters, Directors, KMP and Related Parties (including interest accrued)

Type of Lender	Amount of borrowing in the nature of loan outstanding		Percentage to the total borrowing in the nature of loans	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Promoter	-	-	-	-
Director	-	-	-	-
KMPs	-	-	-	-
Individual Related Party:				
- Computer Sciences Corporation (Intermediate holding company)	8,591	10,480	100%	100%
Total	8,591	10,480	100%	100%

- (ii) During the year, the Company has obtained credit facility amounting to Rs.450 from Citibank. The facility from Citibank is secured by a corporate guarantee provided by DXC Technology Company, USA, the ultimate holding company. The facility is subject to annual renewal. No amount has been utilised till March 31, 2025. Refer note 33.

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
17 PROVISIONS		
(Refer note 2.8)		
Non-current		
Provision for employee benefits :		
Provision for compensated absences	113	111
Provision for gratuity (net) [Refer note 31]	-	32
	<u>113</u>	<u>143</u>
Current		
Provision for employee benefits :		
Provision for compensated absences	64	78
Provision for onerous contract [Refer note (ii) below]	17	123
	<u>81</u>	<u>201</u>

Notes:

- (i) The Code on Social Security, 2020 (“Code”) relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
- (ii) The Group has identified an onerous contract in its subsidiary Xchanging Solutions (USA) Inc. The provision is created based on the assessment of cost till the estimated date of completion of the contract.

Provision for onerous contract as at March 31, 2025	Amount in Rs
At the beginning of the year	123
Additions during the year	145
Utilised during the year	(251)
At the end of the year	17

	As at March 31, 2025	As at March 31, 2024
18 TRADE PAYABLES		
(Refer note 2.16)		
Total outstanding dues of micro enterprises and small enterprises (Refer Note (i))	1	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		
Due to Related parties [Refer note 33]	1,351	1,102
Others:		
Goods & services	403	519
Employee related payables	173	183
	<u>1,927</u>	<u>1,804</u>
	<u>1,928</u>	<u>1,804</u>

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
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Notes:

(i) On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Company, the following are the details:

(a) Principal amount remaining unpaid*	1	-
(b) Interest due thereon remaining unpaid	-	-
(c) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
(e) Interest accrued and remaining unpaid**	-	-
(f) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

** Amount of Rs 5,074/- is below the rounding off norm adopted by the Company i.e. Rs. 1 Lakh hence is not appearing above

Trade payables ageing schedule for the year ended as on March 31, 2025

Particulars	Outstanding for the following period from due date of payments						Total
	Not due	Accruals	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1	-	-	-	-	-	1
(ii) Others	1,401	480	46	-	-	-	1,927
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-	-
Total	1,402	480	46	-	-	-	1,928

Trade payables ageing schedule for the year ended as on March 31, 2024

Particulars	Outstanding for the following period from due date of payments						Total
	Not due	Accruals	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME*	-	-	-	-	-	-	-
(ii) Others	1,012	562	219	11	-	-	1,804
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-	-
Total	1,012	562	219	11	-	-	1,804

*Amount of Rs 29,241/-under 'Not Due' is below the rounding off norm adopted by the Company i.e. Rs. 1 Lakh hence is not appearing above

	As at March 31, 2025	As at March 31, 2024
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19 OTHER FINANCIAL LIABILITIES

(Refer note 2.7 and 2.16)

Interest accrued on loan from Intermediate holding company (Refer note 33)	44	54
Unclaimed dividends [Refer note below]	57	27
	<u>101</u>	<u>81</u>

Note: There are no amounts due for payment to the Investor Education and Protection Fund under the Companies Act, 2013 as at year end.

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
20 TAX ASSETS AND LIABILITIES		
(Refer note 2.9 and 3.1.(ii))		
20.1 Non Current Asset (net)		
Income tax asset (refer note (i) below)	2,148	2,589
Less: Provision for tax	624	232
	<u>1,524</u>	<u>2,357</u>
(i) Includes an amount of Rs. 1,262 (2024: 1,862) towards amount paid under protest		
20.2 Current Liabilities (net)		
Provision for tax	12,718	12,832
Less: Income tax asset	10,065	9,564
	<u>2,653</u>	<u>3,268</u>
21 OTHER CURRENT LIABILITIES		
(Refer note 2.4 and 2.7)		
Income received in advance (Unearned revenue)	135	66
Statutory remittances	160	80
	<u>295</u>	<u>146</u>
	For the year ended March 31, 2025	For the year ended March 31, 2024
22 REVENUE FROM OPERATIONS		
(Refer note 2.4, 29 and 33)		
Software services	18,490	17,442
	<u>18,490</u>	<u>17,442</u>

The table below presents disaggregated revenues from contracts with customers for the year ended March 31, 2025 by contract type. The Company believe that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cashflows are affected by industry, market and other economic factors.

Revenues by contract type	For the year ended March 31, 2025	For the year ended March 31, 2024
T&M and AMC	16,516	15,377
Fixed Price	1,974	2,065
Total	18,490	17,442

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
23 OTHER INCOME		
(Refer note 2.5 and 2.7)		
a) <u>Interest Income (at amortised cost)</u>		
Interest income earned on financial assets that are not designated as at fair value through profit or loss:		
Bank deposits	1,506	1,704
Income tax refunds	114	42
Service tax refunds	50	-
Loans to fellow subsidiaries [Refer note 33]	-	178
	<u>1,670</u>	<u>1,924</u>
b) <u>Other non-operating income (net of expenses directly attributable to such income)</u>		
Other provisions no longer required written back	7	-
Liabilities no longer required written back	2	8
Service tax refund	-	216
Others (aggregate of immaterial items)	17	19
	<u>26</u>	<u>243</u>
c) <u>Other gains and losses</u>		
Profit on sale of property, plant and equipment (net)	3	16
Foreign exchange gain (net)	2	-
	<u>5</u>	<u>16</u>
(a+b+c)	<u><u>1,701</u></u>	<u><u>2,183</u></u>
24 EMPLOYEE BENEFITS EXPENSE		
(Refer note 2.8 and 31)		
Salaries and wages including bonus	5,779	5,551
Contribution to provident and other funds [Refer note 31]	143	141
Gratuity expenses [Refer note 31]	33	59
Staff welfare expenses	424	348
	<u>6,379</u>	<u>6,099</u>
25 FINANCE COSTS		
(Refer note 2.6)		
Interest expense on:		
Loan from fellow subsidiaries [Refer note 33]	632	177
Lease liabilities	4	8
Others	-	2
	<u>636</u>	<u>187</u>

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
26 DEPRECIATION AND AMORTISATION EXPENSE		
(Refer note 2.6, 2.10, 2.11 and 2.18)		
Depreciation of property, plant and equipment [Refer note 4]	8	14
Depreciation of right of use of assets [Refer note 5]	21	40
	<u>29</u>	<u>54</u>
27 OTHER EXPENSES		
(Refer note 2.6, 2.7, 2.13, 2.18 and 2.23)		
Project work expenses	5,569	6,083
Power and fuel	15	23
Rental expenses*	18	6
Repairs and maintenance:		
Computer equipments	4	23
Others	9	13
Insurance	48	54
Rates and taxes	21	40
Communication	11	15
Travelling and conveyance	50	29
Business promotion	4	6
Training and development	1	-
Expenditure towards Corporate Social Responsibility (CSR) activities [Refer note 37]	299	43
Legal and professional	87	76
Royalty	467	-
Payments to auditors [Refer Note (i) below]	120	121
Foreign exchange loss (net)	-	35
Directors' sitting fees	56	50
Miscellaneous expenses	27	50
	<u>6,806</u>	<u>6,667</u>
*Represents lease rentals for short term leases		
Note:		
(i) Payments to the auditors comprise (net of taxes, where applicable):		
Statutory audit	69	70
Limited review of quarterly financial results	44	44
Tax audit	6	6
Certifications	1	1
	<u>120</u>	<u>121</u>

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	For the year ended March 31, 2025	For the year ended March 31, 2024
28 INCOME TAXES		
(Refer note 2.9 and 3.1.(ii))		
1. Income tax recognised in profit or loss		
Current tax		
In respect of current year	1,623	5,607
In respect of tax adjustments related to earlier years	(346)	(445)
Deferred tax		
In respect of current year	106	86
Total income tax expense /(gain) recognised in the current year	1,383	5,248
2. The income tax expense for the year can be reconciled to the accounting profit as follows:		
Profit before tax	6,341	6,618
Income tax expense calculated at 25.168% (2024: 25.168%)	1,596	1,666
Adjustments in respect of current income tax of previous years	(346)	(445)
Effect of exchange gain on loan repayments (Refer note 42)	-	3,443
Effect of notional income recognised for taxation	-	88
Effect of overseas withholding tax	-	419
Effect of inadmissible expenses	77	12
Effect of change in tax rate in foreign subsidiaries	21	15
Effect of tax interest	-	26
Others	35	24
Income tax expense recognised in Profit and Loss	1,383	5,248
The income tax rate used for the above reconciliations is current tax 25.168% (2024: 25.168%) and deferred tax 25.168% (2024: 25.168%), these are the corporate tax rate payable by corporate entities in India on taxable profits under the Indian tax law.		
3. Income tax recognised in other comprehensive income:		
Income tax		
Arising on income and expenses recognised in other comprehensive income:		
Remeasurement of defined benefit obligation	(13)	(7)
Exchange differences in translating the financial statements of foreign operations	-	-
Total	(13)	(7)
Deferred tax		
Arising on income and expenses recognised in other comprehensive income:		
Remeasurement of defined benefit obligation	-	-
Exchange differences in translating the financial statements of foreign operations	23	67
Total	23	67
Total income tax recognised in other comprehensive income	10	60
Bifurcation of the income tax recognised in other comprehensive income into:-		
Items that will not be reclassified to profit or loss	(13)	(7)
Items that may be reclassified to profit or loss	23	67

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

29 SEGMENT INFORMATION

(Refer note 2.21)

The entire operation of the Group relate only to single operating segment "Software Services". Thus there are no reportable segments which require disclosures under Ind AS 108 "Operating Segments".

Additional information relating to geographical dispersion is as follows:

	Revenue by location of customers	
	March 31, 2025	March 31, 2024
Europe	305	287
USA	15,325	14,053
India	1,166	1,209
Singapore	1,588	1,786
Rest of the World	106	107
	18,490	17,442

Revenue from customers with more than 10% of total revenue amounts to Rs. 13,395 from 2 customers (for the year ended March 31, 2024: Rs. 12,382 from 2 customers).

	Carrying amount of segment assets by location of the assets		Addition to Fixed Assets/Right of use assets	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Europe	38	27	-	-
USA	4,287	3,535	-	-
India	25,291	27,495	-	39
Rest of the World	3,443	3,051	-	-
	33,059	34,108	-	39

Note: Goodwill has not been identified to any geography as it pertains to global operations of the Group

	For the year ended	For the year ended
	March 31, 2025	March 31, 2024

30 EARNINGS PER SHARE

(Refer note 2.22)

Basic and diluted earnings per share

Profit for the year after tax	4,958	1,370
Nominal value per share (Rs.)	10	10
Weighted average number of equity shares considered for calculating basic and diluted earnings per share	11,14,03,716	11,14,03,716
Earnings per share – Basic and diluted (Rs.)	4.45	1.23

31 EMPLOYEE BENEFITS EXPENSE

(Refer note 2.8)

(a) Defined Contribution Plans

Provident Fund and Other Funds: During the year, the Group has recognised Rs. 143 (2024: Rs. 141) in the Statement of Profit and Loss relating to provident fund and other funds, which is included in the 'Contribution to provident and other funds'.

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

(b) Defined Benefit Plan

Gratuity (funded): The Group provides for gratuity, a defined benefit plan (the “gratuity plan”) covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The gratuity plan provides a lump sum payment to vested employees at retirement or termination of employment based on the respective employee’s last drawn salary and years of employment with the Group.

The Group is exposed to various risks in providing the above gratuity benefit which are as follows:

Interest risk: A decrease in the bond interest rate will increase the plan liability.

Investment risk : The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan’s liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan’s liability.

The following tables summarise the components of expense recognised in the Statement of Profit and Loss and amounts recognised in the Balance Sheet for the gratuity plan:

	As at	As at
	March 31, 2025	March 31, 2024
(i) Movement in Present Value of the Defined benefit obligation		
Balance at the beginning of the year	391	392
Current Service Cost	32	34
Interest Cost	24	25
Actuarial (gains) / losses- Demographic	(2)	-
Actuarial (gains) / losses- Financial	1	(5)
Actuarial (gains) / losses- Experience	(50)	(24)
Benefit payments from plan assets	(13)	-
Benefit payments directly by employer	-	(31)
Present Value of Defined benefit obligation at the end of the year	383	391
(ii) Change in fair value of plan assets		
Balance at the beginning of the year	359	-
Expected return on plan assets	23	-
Employer contributions	13	358
Benefit payments from plan assets	(13)	-
Actuarial gains / (losses) on plan assets	2	1
Balance at the end of the year	384	359
(iii) Assets and Liabilities recognised in the Balance Sheet		
Present Value of Defined Benefit Obligation	383	391
Less: Fair value of plan assets	(384)	(359)
Amounts recognised as liability	(1)	32
Recognised under:		
Non-current provisions [Refer note 17]	-	32
Non-current asset [Refer note 10]	1	-
	1	32

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
(iv) Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows.		
Current Service Cost	32	34
Interest expense on defined benefit obligation	24	25
Interest (income) on plan assets	(23)	-
Components of defined benefit costs recognised in profit or loss	33	59
Remeasurement on the net defined benefit liability:		
Actuarial (gains) / losses due to Demographic Assumption changes	(2)	-
Actuarial (gains) / losses due to Financial Assumption changes	1	(5)
Actuarial (gains) / losses due to Experience	(50)	(24)
Return on Plan Assets	(2)	-
Components of defined benefit costs recognised in other comprehensive income	(53)	(29)
Total	(20)	30
	As at	As at
	March 31, 2025	March 31, 2024

(v) Actuarial Assumptions		
Discount Rate	6.40%	6.95%
Attrition Rate	15%	20%
Increase in Compensation Cost	5.50%	6.00%
Retirement Age	60 years	60 years

(vi) Expected Future Cashflows

Particulars	March 31, 2025	March 31, 2024
Year 1	61	83
Year 2	76	71
Year 3	47	74
Year 4	42	49
Year 5	38	41
Years 6 to 10	163	142

Notes:

- (i) The estimates of future salary increases, considered in the actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as supply and demand in the employment market.
- (ii) The discount rate is based on the prevailing market yields of Indian government securities as at the Balance Sheet date for the estimated term of the obligation.

	As at	As at
	March 31, 2025	March 31, 2024
vii) Major Category of Plan Assets as a % of total Plan assets		
Investments with Life Insurance Corporation of India	100%	100%

viii) Expected contribution to the fund in the next year- Rs. 32

(All amounts in Rs. Lakhs, unless otherwise stated)

ix) Sensitivity analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The following table summarizes the impact on defined benefit obligation arising due to increase / decrease in key actuarial assumptions by 50 basis points:

As at March 31, 2025

Defined Benefit Obligation	Discount rate	Rate of Increase in Compensation Cost
Impact of decrease	8	(9)
Impact of increase	(9)	8

As at March 31, 2024

Defined Benefit Obligation	Discount rate	Rate of Increase in Compensation Cost
Impact of decrease	8	(7)
Impact of increase	(7)	8

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

32 FINANCIAL INSTRUMENTS

32.1 Capital management

The Group manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of net debt and total equity of the Group.

The Group is not subject to any externally imposed capital requirements.

32.1.1 Debt equity ratio

The debt equity ratio at end of the reporting period was as follows.

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Debt (i)	8,547	10,526
Net debt	8,547	10,526
Total equity	35,867	35,394
Net debt to equity ratio	0.24	0.30

(i) Debt is defined as long & short-term borrowings and lease liabilities (excluding derivatives and financial guarantee contracts) as detailed in notes 16 and 34.

(ii) Equity includes all capital and reserves of the Group that are managed as capital.

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

32.2 Categories of financial instruments

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Financial assets		
<u>Measured at amortised cost</u>		
(a) Cash and bank balances	29,994	30,769
(b) Bank balances other than above	66	34
(c) Trade receivables	1,225	1,144
(d) Other financial assets at amortised cost	1,478	1,425
Financial liabilities		
<u>Measured at amortised cost</u>		
Lease liabilities	-	100
Borrowings	8,547	10,426
Other financial liability at amortised cost	2,029	1,885

32.3 Financial risk management

The Group is exposed to foreign currency risk, liquidity risk, credit risk and interest risk which may impact the fair value of its financial instruments. The Group has a risk management policy to manage & mitigate these risks.

The Group's risk management policy aims to reduce volatility in consolidated financial statements while maintaining balance between providing predictability in the Group's business plan along with reasonable participation in market movement.

32.4 Market Risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates (see note 32.5).

32.5 Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

Particulars	Liabilities as at		Assets as at	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
USD	9,876	11,478	4,455	3,650
SGD	132	203	3,340	2,993
EUR	56	18	-	-
GBP	31	115	-	-
Others*	26	32	-	-
Total	10,121	11,846	7,795	6,643

* Others include currencies such as MYR, CAD, PLN and CRC

(All amounts in Rs. Lakhs, unless otherwise stated)

32.5.1 Foreign currency sensitivity analysis

The Group is mainly exposed to USD,SGD and GBP.

The following table details the Group's sensitivity to a 10% increase and decrease in the Rs. against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower. A positive number below indicates an increase in profit or equity where the Rs. strengthens 10% against the relevant currency. For a 10% weakening of the Rs. against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

Particulars	Impact on profit or loss for the year		Impact on total equity as at the end of the reporting period	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
USD sensitivity				
Increase by 10%	(542)	(783)	(542)	(783)
Decrease by 10%	542	783	542	783
SGD sensitivity				
Increase by 10%	321	279	321	279
Decrease by 10%	(321)	(279)	(321)	(279)
EUR sensitivity				
Increase by 10%	(6)	(2)	(6)	(2)
Decrease by 10%	6	2	6	2
GBP sensitivity				
Increase by 10%	(3)	(12)	(3)	(12)
Decrease by 10%	3	12	3	12
Others sensitivity*				
Increase by 10%	(3)	(3)	(3)	(3)
Decrease by 10%	3	3	3	3

* Others include currencies such as MYR, CAD, PLN and CRC

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

32.6 Interest rate risk management

The Group is exposed to interest rate risk because the Group lend/ borrow funds at fixed interest rates. There is no exposure to market rate fluctuations.

The Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

32.7 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group uses other publicly available financial information and its own trading records to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Trade receivables consist various customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivables.

The Group does not have significant credit risk exposure to any single counterparty.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

Provision for expected credit losses

The Group provides for expected credit loss based on the following:

Category	Description of category	Basis for recognition of expected credit loss provision		
		Loans at amortised cost	Other financial assets at amortised cost	Trade receivables
High quality assets, negligible credit risk	Assets where the counter-party has strong capacity to meet the obligations and where the risk of default is negligible or nil	12-month expected credit losses	12-month expected credit losses	Life-time expected credit losses (simplified approach)
Standard assets, moderate credit risk	Assets where the probability of default is considered moderate, however counter-party has sufficient capacity to meet the obligations			
Low quality assets, very high credit risk	Assets where there is a high probability of default and is considered as high risk	Life-time expected credit losses	Life-time expected credit losses	
Doubtful assets, credit-impaired	Assets are written off when there is no reasonable expectation of recovery	Asset is written off		

Particulars		Category	Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
March 31, 2025							
(a) Expected credit loss for loans and other financial assets at amortised cost							
Loss allowance measured at 12 month expected credit losses	Financial assets for which credit risk has not increased significantly since initial recognition	High quality assets, negligible credit risk	Other financial assets at amortised cost	76	0%	-	76
		Standard assets, moderate credit risk	Other financial assets at amortised cost	1,402	0%	-	1,402
(b) For expected credit loss for trade receivables under simplified approach refer note 11							

Particulars		Category	Asset group	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
March 31, 2024							
(a) Expected credit loss for loans and other financial assets at amortised cost							
Loss allowance measured at 12 month expected credit losses	Financial assets for which credit risk has not increased significantly since initial recognition	High quality assets, negligible credit risk	Other financial assets at amortised cost	11	0%	-	11
		Standard assets, moderate credit risk	Other financial assets at amortised cost	1,416	0%	2	1,414
(b) For expected credit loss for trade receivables under simplified approach refer note 11							

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

32.8 Liquidity risk management

The Group manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

32.8.1 Liquidity and interest risk tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

Particulars	Average effective interest rate(%)	Less than 1 year	1-2 years	2 years & above	Total carrying value
March 31, 2025					
Non-interest bearing Borrowings	- 6.139%	2,029 2,137	- 2,137	- 4,273	2,029 8,547
		4,166	2,137	4,273	10,576
March 31, 2024					
Non-interest bearing Borrowings	- 6.139%	1,885 -	- -	- 10,426	1,885 10,426
Lease liabilities	6.62%- 8.91%	43	55	14	112
		1,928	55	10,440	12,423

32.9 Fair value measurements

Fair value hierarchy

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

There are no financial assets and liabilities measured at fair value as at March 31, 2025 and March 31, 2024

There have been no transfers between Level 1 and Level 2 during the year ended March 31, 2025 and March 31, 2024

Valuation Methodologies

Fair value of financial assets and financial liabilities that are not measured at fair value

The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, other current assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

33 RELATED PARTY DISCLOSURES

A. Names of related parties and nature of relationship:

1) Parties where control exists:

Nature of relationship

(i) Holding companies:

Ultimate Holding Company
Intermediate holding companies

Names of related parties

DXC Technology Company
Computer Sciences Corporation, USA ('CSC, USA')
DXC US International Inc.
Lux 1 Holding Company, Inc.
DXC Luxembourg International S.a.r.l.
DXC Lux 5 S.a.r.l.
DXC Luxembourg Holding S.a.r.l.
DXC Lux 6 S.a.r.l.
DXC UK International Holdings Limited

(All amounts in Rs. Lakhs, unless otherwise stated)

	DXC UK International Limited
	DXC UK International Operations Limited
	Xchanging Holdings Limited
	Xchanging B.V.
Immediate holding company	Xchanging (Mauritius) Limited, Mauritius ('XML, Mauritius')
(ii) Key Managerial Personnel (KMP)	
Whole time Director & Chief Financial Officer	Shrenik Kumar Champalal
Managing Director & Chief Executive Officer	Nachiket Vibhakar Sukhtankar (till March 3, 2025)
Managing Director & Chief Executive Officer	Swaminathan Swaminathan (from March 4, 2025)
Company Secretary	Mayank Jain (till October 31, 2024)
Company Secretary	Ishwarya R (from November 1, 2024 to January 31, 2025)
Company Secretary	Radhika Khurana (from February 1, 2025)
2) Other Related Parties with whom transactions have taken place during the year:	
Fellow subsidiaries	Xchanging Technology Services India Private Limited, India ('XTSIPL, India')
	Xchanging UK Limited, UK ('XUKL, UK')
	Xchanging Asia Pacific Sdn Bhd, Malaysia ('XAPSB, Malaysia')
	Xchanging Builders (India) Private Limited, India ('XBPL, India')
	DXC Technology India Private Limited, India ('DXC, India')
	DXC Technology Singapore Pte. Ltd, Singapore ('DXC, Singapore')
	DXC Technology Services Vietnam Co Ltd, Vietnam ('DXC, Vietnam')
	EIT Services India Private Limited, India ('EIT, India')
	DXC Technology Services Singapore Pte.Ltd, Singapore ('DXC Technology, Singapore')
	DXC Technology Services LLC, USA ('DXC, USA')
	CSC Corp - FSG US, USA ('CSC Corp, USA')
	CSC CORP-Americas Outsourcing, USA ('Americas Outsourcing, USA')
	EntServ Deutschland GmbH, Germany ('EntServ, Germany')
	Enterprise Services Nederland B.V., Nederland ('Enterprise Services, Nederland')
	Enterprise Services Sverige AB, Sweden ('Enterprise Services, Sweden')
	DXC Technology Switzerland GmbH, Switzerland ('DXC, Switzerland')
	CSC Computer Sciences Limited, UK ('CSC Computer, UK')
	EntServ UK Limited, UK ('EntServ, UK')
	EntServ Malaysia Sdn Bhd, Malaysia ('EntServ, Malaysia')
	CSC Covansys Corporation, USA ('CSC Covansys, USA')
	Enterprise Services Costa Rica Limitada, Costa Rica ('Enterprise Services, Costa Rica')
	ESIT Canada Enterprise Services, Canada ('ESIT, Canada')
	DXC Enterprise Australia Pty Ltd, Australia ('DXC Enterprise, Australia')
	CHEU EntServ Schweiz(EnQ4), Switzerland ('CHEU EntServ, Switzerland')
	Enterprise Services Italia Srl, Italy ('Enterprise Services, Italy')
	DXC Integrated Services Victoria Pty Ltd, Australia ('DXC Integrated Services, Australia')
	DXC Australia Pty Ltd, Australia ('DXC, Australia')
	ENTERPRISE SERVICES FRANCE SAS, France ('ENTERPRISE SERVICES, France')

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

DXC Technology Polska Sp. z o.o., Poland ('DXC Technology, Poland')
 Computer Sciences Canada Inc., Canada ('CSC, Canada')
 Luxoft Global Operations GmbH, Switzerland ('Luxoft, Switzerland')
 EntServ Philippines Inc, Philippines ('EntServ Philippines')
 Xchanging Global Insurance Solutions Ltd, UK ('XGIS, UK')
 ENTERPRISE SERVICES CDG, Morocco ('ENTERPRISE SERVICES, Morocco')
 Xchanging Systems and Services Inc., USA ('Xchanging Systems, USA')
 DXC Switzerland International, Switzerland ('DXC Switzerland International, Switzerland')
 DXC Switzerland International SARL, UAE ('DXC Switzerland International SARL, UAE')

B. Summary of transactions with related parties is as follows:	Holding companies		Fellow subsidiaries		Total	
	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended	For the year ended
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024

Expenses paid on behalf of the Group:

XUKL, UK	-	-	4	4	4	4
XTSIPL, India	-	-	2	1	2	1
DXC, India	-	-	11	2	11	2
Xchanging Systems, USA	-	-	4	-	4	-
DXC, USA	-	-	5	5	5	5
EIT, India	-	-	35	37	35	37
Total	-	-	61	49	61	49

Expenses paid on behalf of the related party:

XTSIPL, India	-	-	-	50	-	50
DXC Technology, Singapore	-	-	13	20	13	20
Total	-	-	13	70	13	70

Interest income on loans:

XTSIPL, India	-	-	-	99	-	99
XBPL, India	-	-	-	79	-	79
Total	-	-	-	178	-	178

Interest expense on loans:

CSC, USA	632	177	-	-	632	177
Total	632	177	-	-	632	177

Revenue:

XAPSB, Malaysia	-	-	15	23	15	23
XTSIPL, India	-	-	184	182	184	182
DXC, India	-	-	270	407	270	407
DXC, Singapore	-	-	216	345	216	345
DXC Technology, Singapore	-	-	671	520	671	520
EIT, India	-	-	26	21	26	21
DXC, USA	-	-	427	588	427	588

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

CSC Corp, USA	-	-	-	22	-	22
Americas Outsourcing, USA	-	-	37	27	37	27
DXC, Switzerland	-	-	49	47	49	47
EntServ, Germany	-	-	60	27	60	27
Enterprise Services, Nederland	-	-	18	19	18	19
Enterprise Services, Sweden	-	-	-	15	-	15
XGIS, UK	-	-	54	-	54	-
CSC Computer, UK	-	-	66	61	66	61
EntServ, UK	-	-	68	55	68	55
ESIT, Canada	-	-	5	4	5	4
DXC Enterprise, Australia	-	-	16	19	16	19
CHEU EntServ, Switzerland	-	-	4	9	4	9
Enterprise Services, Italy	-	-	3	24	3	24
CSC Covansys, USA	-	-	46	45	46	45
DXC Integrated Services, Australia	-	-	-	4	-	4
DXC, Australia	-	-	21	19	21	19
XUKL, UK	-	-	-	20	-	20
XML, Mauritius	17	-	-	-	17	-
EntServ, Malaysia	-	-	16	-	16	-
DXC Switzerland International SARL, UAE	-	-	2	-	2	-
ENTERPRISE SERVICES, France	-	-	-	26	-	26
Total	17	-	2,274	2,529	2,291	2,529

Purchase of services

XTSIPL, India	-	-	2,013	1,742	2,013	1,742
DXC, India	-	-	34	34	34	34
DXC, Singapore	-	-	8	18	8	18
DXC, Vietnam	-	-	-	10	-	10
DXC Technology, Singapore	-	-	8	79	8	79
DXC, USA	-	-	1,551	1,574	1,551	1,574
Americas Outsourcing, USA	-	-	96	216	96	216
ENTERPRISE SERVICES, Morocco	-	-	14	-	14	-
EntServ, Malaysia	-	-	85	77	85	77
CSC Covansys, USA	-	-	420	1,231	420	1,231
Enterprise Services, Costa Rica	-	-	20	32	20	32
EntServ, UK	-	-	4	102	4	102
XGIS, UK	-	-	115	36	115	36
CSC Corp, USA	-	-	138	143	138	143
EntServ Philippines	-	-	-	1	-	1
ENTERPRISE SERVICES, France	-	-	-	5	-	5
DXC Technology, Poland	-	-	3	13	3	13
CSC, Canada	-	-	305	305	305	305
Luxoft, Switzerland	-	-	95	7	95	7
EIT, India	-	-	169	105	169	105
Total	-	-	5,078	5,730	5,078	5,730

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

Royalty

DXC Switzerland International, Switzerland	-	-	14	-	14	-
CSC, USA	453	-	-	-	453	-
Total	453	-	14	-	467	-

Dividend paid:

XML, Mauritius	2,320	17,401	-	-	2,320	17,401
XTSIPL, India	-	-	854	6,405	854	6,405
DXC, India	-	-	168	1,260	168	1,260
Total	2,320	17,401	1,022	7,665	3,342	25,066

Other Income:

XTSIPL, India	-	-	8	2	8	2
EIT, India	-	-	9	-	9	-
Total	-	-	17	2	17	2

Note:

(i) Amount below the rounding off norm adopted by the Group i.e. Rs. 1 Lakh are not considered above

C. Summary of balances of related parties is as follows:	Holding companies		Fellow subsidiaries		Total	
	As at	As at	As at	As at	As at	As at
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024

Trade Receivables (including Unbilled revenue):

XAPSB, Malaysia	-	-	2	1	2	1
XTSIPL, India	-	-	35	20	35	20
DXC, India	-	-	33	31	33	31
DXC, Singapore	-	-	19	30	19	30
EIT, India	-	-	-	20	-	20
DXC, USA	-	-	42	44	42	44
Enterprise Services, Nederland	-	-	2	1	2	1
DXC, Switzerland	-	-	5	4	5	4
CSC Computer, UK	-	-	8	5	8	5
EntServ, UK	-	-	7	6	7	6
XUKL, UK	-	-	-	2	-	2
XGIS, UK	-	-	8	-	8	-
Americas Outsourcing, USA	-	-	4	3	4	3
EntServ, Germany	-	-	8	1	8	1
DXC Enterprise, Australia	-	-	1	2	1	2
DXC, Australia	-	-	2	2	2	2
CHEU EntServ, Switzerland	-	-	-	1	-	1
Enterprise Services, Italy	-	-	-	2	-	2
CSC Covansys, USA	-	-	3	6	3	6
ENTERPRISE SERVICES, France	-	-	-	6	-	6
XML, Mauritius	4	-	-	-	4	-
EntServ, Malaysia	-	-	4	-	4	-
DXC Technology, Singapore	-	-	78	49	78	49
Total	4	-	261	236	265	236

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

Trade Payables:

XTSIPL, India	-	-	165	194	165	194
DXC, India	-	-	5	6	5	6
CSC, USA	875	416	-	-	875	416
EIT, India	-	-	18	25	18	25
Americas Outsourcing, USA	-	-	4	22	4	22
DXC Technology, Singapore	-	-	-	10	-	10
DXC, USA	-	-	148	70	148	70
EntServ, Malaysia	-	-	8	7	8	7
CSC Covansys, USA	-	-	25	122	25	122
EntServ, UK	-	-	-	79	-	79
XUKL, UK	-	-	3	-	3	-
XGIS, UK	-	-	28	36	28	36
CSC Corp, USA	-	-	18	66	18	66
CSC, Canada	-	-	18	35	18	35
DXC Switzerland International, Switzerland	-	-	11	-	11	-
Luxoft, Switzerland	-	-	25	4	25	4
DXC Technology, Poland	-	-	-	5	-	5
Enterprise Services, Costa Rica	-	-	-	5	-	5
Total	875	416	476	686	1,351	1,102

Borrowings (including interest accrued):

CSC, USA	8,591	10,480	-	-	8,591	10,480
Total	8,591	10,480	-	-	8,591	10,480

Note:

(i) Amount below the rounding off norm adopted by the Group i.e. Rs. 1 Lakh are not considered above

D. Guarantee

Particulars	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
Guarantee given by DXC Technology Company, USA, the ultimate holding company for multiline credit facility with bank	450	-
Total	450	-

E. Remuneration paid to the key managerial personnel

Particulars	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
Salaries, bonus, etc.	79	81
Total	79	81

Note:

(i) As gratuity and compensated absences provision are computed for all the employees in aggregate, the amounts relating to key managerial personnel cannot be individually identified.

34 LEASES

(Refer note 2.6)

The Group has operating lease arrangements for its office premises. During the year, the lease arrangements for premises have been entered up to a maximum of 11 months from the respective dates of inception.

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

A. Break-up of current and non-current lease liabilities :

The following is the break-up of current and non-current lease liabilities as at March 31, 2025

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Current lease liabilities	-	37
Non-current lease liabilities	-	63
Total	-	100

B. Movement in Lease liabilities :

The following is the movement in lease liabilities during the year ended March 31, 2025

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Balance as at the beginning of the year	100	134
Additions	-	37
Deletions	(79)	(34)
Finance costs accrued during the period	4	8
Payment of Lease liabilities	(25)	(45)
Balance as at the end of the year	-	100

C. The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2025 on an undiscounted basis:

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Less than one year	-	43
One to five years	-	69
More than five years	-	-
Total	-	112

D. Amounts recognized in profit or loss:

Particulars	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
Interest on lease liabilities	4	8
Expenses relating to short- term leases	18	6
Depreciation of right of use of assets	21	40

E. Amounts recognized in statement of cash flows

Particulars	For the year ended	For the year ended
	March 31, 2025	March 31, 2024
Total cash outflows for leases	25	45

As at	As at
March 31, 2025	March 31, 2024

35 CAPITAL AND OTHER COMMITMENTS

(a) Capital Commitments

Estimated value of contracts in capital account remaining to be executed (net of advances)	-	-
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Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

	As at	As at
	March 31, 2025	March 31, 2024
36 CONTINGENT LIABILITIES		
(Refer note 2.13)		
(i) Claims against the Company not acknowledged as debts:		
Income tax matters [Note (a)]	2,316	2,394
Service tax matters [Note (b)]	4,718	4,718
GST matters [Note (c)]	30	30
	7,064	7,142

Notes:

- (a) Represents various income tax demands under appeal and pending rectification.
- (b) The Company had received a Show Cause Notice ('SCN') from the Commissioner of Service Tax, Bangalore in October 2012 proposing a demand of service tax of Rs. 2,359 on import of certain services made by company during the FYs 2007-08 to 2011-12. In March 2013, a suitable reply to above SCN was filed by company stating the legal grounds in defence of the matter. In November 2020, the adjudicating authority i.e. the Principal Commissioner of Service Tax, Noida passed the Order In Original ('OIO') confirming the demand of service tax proposed in the SCN along with penalty of Rs. 2,359 and applicable interest. The company has filed an appeal before CESTAT in Allahabad against above OIO in April, 2021 after paying a pre-deposit amount of Rs. 177. In April 2025, CESTAT Allahabad has remanded back the matter to adjudicating authority for re-adjudication. Also refer note 10.
- (c) The Company has received demand order dated April 26, 2024, from the GST authority, Chennai relating to FY 2018-19 of INR 14.37 along with penalty of INR 1.44 and applicable interest of INR 14.39 on account of disallowance of Input tax credit. The Company has filed an appeal against the demand order before the appellate authority on July 25, 2024.
- (d) The above contingent liabilities are possible obligation or present obligation that may (but probably will not) require an outflow of resources.
- (e) It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.
- (f) The Group does not expect any reimbursements in respect of the above contingent liabilities.

37 CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The funds were primarily utilised through the year on the activities which are specified in Schedule VII of the Companies Act, 2013:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Amount required to be spent by the Company during the year	299	42.5
Amount of expenditure incurred	299	42.5
Shortfall at the end of the year	Nil	Nil
Total of previous years shortfall	Nil	Nil
Reason for shortfall	Not Applicable	Not Applicable
Nature of CSR activities		
- Skill development and employability training on global service desk, hardware & networking and digital marketing course	56.6	40.9
- Residential software programming bootcamp for women from underserved communities	166.5	-
- Skill development of PWDs & underserved	65.0	-
- Administration expenses	10.9	1.6
Details of related party transactions (Refer note (i) below)	10.9	1.6
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	Nil	Nil

Notes:

- (i) This is administration cost claimed for CSR purpose

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

38 TRANSFER PRICING

The Group has carried out international transactions with associated enterprises. The Group appoints independent consultants to conduct a Transfer Pricing Study to determine whether the transactions with associated enterprises undertaken during the period are on an “arms length basis”. For the current period, the transfer pricing study shall be completed within the permissible time under the legislation and adjustments, if any, arising from the transfer pricing study shall be accounted for as and when the study is completed. However, the Management is confident that its international transactions with associated enterprises and within its subsidiaries are at arm’s length so that the aforesaid legislation/transactions will not have any material impact on the consolidated financial statements, particularly on the amount of tax expense and that of provision for taxation for the current period.

39 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Entity	Net assets, i.e., total assets minus total liabilities		Share in profit/(loss) for the year ended March 31, 2025		Share in other comprehensive income for the year ended March 31, 2025		Share in total comprehensive income for the year ended March 31, 2025	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Xchanging Solutions Limited	111%	28,976	40%	1,959	100%	40	40%	1,999
<u>Indian Subsidiaries</u>								
Nexplicit Infotech India Private Limited	0%	-	0%	-	-	-	0%	-
<u>Foreign Subsidiaries</u>								
Xchanging Solutions (Singapore) Pte Limited	12%	3,151	7%	356	-	-	7%	356
Xchanging Solutions (USA) Inc	-23%	(5,956)	53%	2,645	-	-	53%	2,645
Gross amounts	100%	26,171	100%	4,960	100%	40	100%	5,000
Adjustments arising out of consolidation		9,696		(2)		(69)		(71)
Net amounts		35,867		4,958		(29)		4,929

40 Disclosure as per Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Loans given to fellow subsidiaries in which directors are interested:

Name of the party	Relationship	Amount outstanding as at March 31, 2025	Maximum balance outstanding during the year
<u>Promoter</u>			
Xchanging Technology Services India Private Limited	Fellow subsidiary	- (-)	- (909)
<u>Individual Related Party:</u>			
Xchanging Builders (India) Private Limited	Fellow subsidiary	- (-)	- (726)

Note: Figures in bracket relate to previous year

41 As per the MCA notification dated August 5, 2022, the Central Government has notified the Companies (Accounts) Fourth Amendment Rules, 2022. As per the amended rules, the Companies are required to maintain daily back-up of the books of account and other relevant books and papers on servers physically located in India on a daily basis. The books of account along with other relevant records and papers of the Parent are maintained in electronic mode. These are readily accessible in India at all times and currently a backup (except for audit trail related data for certain tables related to master data for core ERP system) is maintained on a daily basis on servers physically located in India.

42 The Company had earlier given an unsecured loan of USD 38 Million during the Financial Year 2002 to 2008 to Xchanging Solutions USA Inc, wholly owned subsidiary of the Company which was fully provided as at March 31, 2023. On June 21, 2023 and December 22, 2023, the Company has received USD 23 Million (INR 18,315) and USD 15 Million (INR 12,650) respectively as repayment of this loan. As the inter-company loans which have been treated as net investment in foreign operations in the

Notes forming part of the Consolidated Financial Statements

(All amounts in Rs. Lakhs, unless otherwise stated)

financial statements, are eliminated on consolidation, this doesn't have any impact on consolidated results except the tax expense of INR 3,863 on account of exchange gain on repatriation and overseas withholding taxes which are included in the current tax expenses during the year ended March 31, 2024.

- 43** The Holding company has used accounting softwares for maintaining their respective books of account for the financial year ended March 31, 2025 which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares except that in respect of the Holding company for an accounting software operated by third party service provider for maintaining payroll records, independent auditor's service organisation report did not cover the audit trail requirement. However, Independent auditor's service organisation report included a clean opinion for design, implementation and operating effectiveness of the adequate controls for the purpose of internal financial controls with reference to the financial statements.

Further, there were no instances of audit trail feature being tampered with in respect of the accounting software for the period for which the audit trail feature was operating.

Additionally, the audit trail that was enabled and operated for the year ended March 31, 2024, has been preserved by the Holding Company as per the statutory requirements for record retention.

44 APPROVAL OF FINANCIAL STATEMENTS

The financial statements of 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 21, 2025.

45 OTHER STATUTORY DISCLOSURES

45.1 As per Section 248 of the Companies Act, 2013, there are no balances outstanding with struck off companies.

45.2 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding, whether recorded in writing or otherwise, that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

46 PREVIOUS YEAR FIGURES

The financial statements have been prepared in accordance with the amended Scheduled III and accordingly previous year's numbers have been regrouped/reclasses (as necessary) and incremental disclosures have been made to compare with current year disclosures.

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

For and on behalf of the Board of Directors

Gurvinder Singh
Partner
Membership No. 110128

Swaminathan Swaminathan
Managing Director and
Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director and
Chief Financial Officer
DIN: 08099410

Place: Bengaluru
Date: May 21, 2025

Place: Chennai
Date: May 21, 2025

Place: Bengaluru
Date: May 21, 2025

Radhika Khurana
Company Secretary
M. No. A32557

Place: Gurugram
Date: May 21, 2025

**Pursuant to first proviso to Sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2018
Statement containing salient features of the financials statements of subsidiaries/associates Companies /
joint ventures as included in the consolidated Financial Statement**

Part - "A": Subsidiaries

(Rs. in Lakhs)

S. No.	Particulars	Xchanging Solutions (USA), Inc.	Xchanging Solutions Singapore Pte Ltd.
1.	Date since when subsidiary was acquired	July 2, 2004	March 31, 2004
2.	Reporting period	April 1, 2024 - March 31, 2025	
3.	Reporting currency	1 USD = [85.47]	1 SGD = [63.69]
4.	Share Capital	8487.17	1464.78
5.	Reserves & Surplus	(14,443.49)	1686.14
6.	Total Assets	4192.52	3401.22
7.	Total Current Liabilities	3738.59	250.30
8.	Investments	-	-
9.	Turnover	14486.83	1629.94
10.	Profit (Loss) before Taxation	3648.92	362.22
11.	Provision for taxation	981.73	5.71
12.	Profit after taxation	2667.19	356.51
13.	Proposed dividend	-	-
14.	Extent of shareholding (in percentage)	100%	100%

Note:

1) NexPLICIT Infotech India Private Limited, step down subsidiary of the Company, is under liquidation.

Part - "B": Associates and Joint Ventures

The Company does not have any Associates and Joint Venture for the financial year ended March 31, 2025, therefore the information required under 'Part B' is not applicable on the Company .

For and on behalf of the Board of Directors,

Swaminathan Swaminathan
Managing Director & Chief Executive Officer
DIN: 10976726

Shrenik Kumar Champalal
Whole Time Director & Chief Financial Officer
DIN: 08099410

Place : Chennai
Date : May 21, 2025

Place : Bengaluru
Date : May 21, 2025

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting (“AGM”) of the members of Xchanging Solutions Limited (“the Company”) will be held on Tuesday, August 12, 2025 at 10:00 A.M. IST through Video Conferencing / Other Audio Visual Means (“VC” / “OAVM”) to transact the following businesses:

ORDINARY BUSINESSES:

1. Adoption of Audited Standalone and Consolidated Financial Statements

To consider and if thought fit, to pass, the following resolutions as **Ordinary Resolution(s)**:

- a. **“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
- b. **“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. Declaration of Final Dividend

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT final dividend of Rs 2/- per equity share (i.e., 20% of the face value) of face value of Rs 10/- each for the Financial Year ended March 31, 2025, be and is hereby declared

3. Appointment of Director in place of Mr. Kartik Ganapathy Iyer (DIN 09318280), who retires by rotation and being eligible offers himself for re-appointment

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kartik Ganapathy Iyer (DIN 09318280), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESSES:

4. Appointment of M/s. MAKS & CO., Company Secretaries in Practice, as Secretarial Auditors of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provision, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the audit committee and the Board of Directors of the Company, M/s. MAKS & CO., Company Secretaries in Practice (Firm Registration Number P2018UP067700 & Peer Review Certificate No. 2064/2022),

be and are hereby appointed as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years, commencing from financial year 2025-26 till financial year 2029-30, at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

5. Appointment of Mrs. Janaki Ashwin Patwardhan (DIN: 09180182) as ‘Non-Executive and Independent Director’ of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as may be amended from time to time) (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Janaki Ashwin Patwardhan (DIN: 09180182), who was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive and Independent Director of the Company with effect from May 21, 2025 in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director and who meets the criteria for Independence as provided under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years commencing from May 21, 2025 upto May 20, 2030.

RESOLVED FURTHER the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected

Notice of Annual General Meeting

therewith, or incidental thereto.”

6. Material Related Party Transaction(s) between Xchanging Solutions (USA) Inc. and DXC Technology Services LLC

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“the SEBI Listing Regulations”), Section 177 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions and pursuant to the recommendation/approval of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the related party contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued with between two related parties of the Company, namely, Xchanging Solutions USA INC, material subsidiary of the Company (“XSUI”) and DXC Technology Services LLC, (one of the Group Company/Related Party of the Company/XSUI) (“DXC USA”), for an aggregate value not exceeding Rs. 24,00,00,000/- (Rupees Twenty Four Crores) during FY2025-26, on such terms and conditions as may be agreed between XSUI and DXC USA subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of XSUI and DXC USA.

RESOLVED FURTHER THAT the Board of Directors of the Company and Board of Directors of XSUI be and are hereby authorized to delegate all or any of the powers herein conferred and severally authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

7. Material Related Party Transaction(s) between Xchanging Solutions (USA) Inc and Xchanging Technology Services India Private Limited

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “SEBI Listing Regulations”), Section 177 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party

Transactions and pursuant to the recommendation/approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the related party contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued with between two related parties of the Company, namely, Xchanging Solutions USA INC, material subsidiary of the Company (“XSUI”), and Xchanging Technology Services India Private Limited, one of the group company/ related party of the XSUI/Promoter of the Company (“XTSI”), for an aggregate value not exceeding Rs. 23,00,00,000/- (Rupees Twenty Three Crores) during FY2025-26, on such terms and conditions as may be agreed between XSUI and XTSI, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of XSUI and XTSI.

RESOLVED FURTHER THAT the Board of Directors of the Company and Board of Directors of XSUI be and are hereby authorized to delegate all or any of the powers herein conferred and severally authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

8. Material Related Party Transaction(s) between Xchanging Solutions (USA) Inc and CSC Covansys Corporation

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “SEBI Listing Regulations”), Section 177 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions and pursuant to the recommendation/approval of the Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the related party contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued with between two related parties of the Company, namely, Xchanging Solutions USA INC, material subsidiary of the Company (“XSUI”) and CSC Covansys Corporation (one of the Group Company / Related Party of the Company/ XSUI) (“CSC”), for an aggregate value not exceeding Rs. 23,00,00,000/- (Rupees Twenty Three Crores) during FY2025-26, on such terms and conditions as may be agreed between XSUI and CSC, subject to such contract(s)/

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arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of XSUI and CSC.

RESOLVED FURTHER THAT the Board of Directors of the Company and Board of Directors of XSUI be and are hereby authorized to delegate all or any of the powers herein conferred and severally authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

By Order of the Board of Directors
For **Xchanging Solutions Limited**

Radhika Khurana
Company Secretary &
Compliance Officer
Membership No: A32557

Place : Gurugram

Date : May 21, 2025

Registered office: -

HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru 560 100,
Karnataka, India

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) *inter-alia* vide its General Circular nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; and subsequent circulars issued in this regard latest being 09/2024 dated September 19, 2024 issued by MCA (hereinafter collectively referred as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 (hereinafter collectively referred as “SEBI Circulars”) has permitted the holding of the Annual General Meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue.

In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), the 24th AGM of the Company is being convened and conducted through VC. The Deemed Venue for the 24th AGM shall be the Registered office of the Company.

2. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act, 2013 (“the Act”) will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM

Facility and e-Voting during the AGM. Since the AGM will be held through VC/OAVM Facility, the Attendance Slip, Proxy Form and Route Map are not annexed to the Notice.

3. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 relating to the Special Business(es) to be transacted at the AGM, is annexed hereto.

Relevant details in respect of the Director seeking re-appointment at the AGM, in terms of Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of SS – 2 issued by ICSI are also annexed to this notice.

4. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution / Authorisation etc., authorising its representative to attend the AGM through VC/OAVM Facility on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to cs.ankushagarwal@gmail.com with copies marked to the Company at xchangingcompliance@dxc.com and to its Registrars and Transfer Agents (“RTA”) at einward.ris@kfintech.com.

5. Pursuant to the provisions of the MCA Circulars on convening AGM through VC / OAVM:

- Members can attend the meeting through log in credentials provided to them to connect to Video Conference. Physical attendance of the Members at the Meeting venue is not required.
- Appointment of proxy to attend and cast vote on behalf of the member is not available.
- Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

6. The Members may join the AGM through VC/ OAVM Facility by following the procedure mentioned herein below in the Notice which shall be kept open for the Members from 9:30 A.M. (IST) i.e. 30 (Thirty) minutes before the time scheduled to start the AGM.

7. Members may note that the VC/OAVM facility, provided by KFin Technologies, allows participation of at-least 1,000 Members on a first-come-first served basis (“FIFO”). The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction.

8. The attendance of the Members (members logins) attending the AGM through VC/ OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the **Cut-off date i.e.. Tuesday, August 05, 2025.**

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10. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the SEBI Listing Regulations, as amended, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through e-Voting agency ‘KFin Technologies’.
- The Remote e-voting period commences on Saturday, August 09, 2025 (9:00 A.M. IST) and ends on Monday, August 11, 2025 (5:00 P.M. IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off date i.e. Tuesday, August 05, 2025**, may cast their votes electronically.
11. **Voting at the e-AGM:** Members who could not vote through remote e-voting may avail the e-voting system provided at the time of the meeting:
- The e-Voting “Thumb sign” on the left hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the “instapoll” page
 - Members to click on the “Instapoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
 - Only those shareholders, who are present in the e-AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.
12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Securities of listed companies would be transferred in dematerialised form only w.e.f. April 1, 2019. In view of the same, Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company’s RTA for assistance in this regard.
14. **Dividend related Information**
- Members may note that the board of directors of the Company, in its meeting held on May 21, 2025, has recommended a final dividend of Rs. 2/- per equity share having face value of Rs. 10/- each for the financial year ended March 31, 2025.
 - The record date for the purpose of final dividend is Friday, July 11, 2025 (“**Record Date**”). The final dividend, once approved by the members at the 24th AGM will be paid within 30 days from the date of the 24th AGM subject to deduction of tax at source, as may be applicable, to the members:
 - whose name will appear as beneficial owner as on Record Date viz Friday, July 11, 2025, in the list of beneficial owners to be furnished by NSDL and CDSL in respect of the shares held in dematerialised form; and
 - whose name appear as members in the register of members of the Company, as at the end of business hours on the Record Date i.e. Friday, July 11, 2025 in respect of shares held in physical form, after giving effect to valid request(s) received for transmission or transposition of shares and lodged with the Company or RTA on or before the Record Date.
 - The final dividend will be paid through electronic mode to those members who have updated their bank account details and through any other permissible mode to those members who have not updated their bank account details.
 - Members holding shares in dematerialised form may please note that, in accordance with the mandate of SEBI, bank details as furnished by the respective depositories will be used for the purpose of distribution of dividend. For members who have not updated their bank account details, demand draft will be sent to their address registered with the Depositories. To avoid delay in receiving dividend, members are advised to update their KYC with their DPs.
 - SEBI has mandated that with effect from 1st April 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e., the details of PAN, choice of nomination, contact details, mobile no., complete bank details and specimen signatures are registered. The Shareholders are requested to submit the Investor Service Request forms, i.e., ISR forms, along with the supporting documents at the earliest. Shareholders who hold shares in dematerialised form and wish to update their PAN, KYC and nomination details are required to contact their respective Depository Participants (DPs).
15. Pursuant to the amendments as per the Income Tax Act, 1961 (“the IT Act”) by the Finance Act, 2020, dividend income is taxable in the hands of the shareholders from April 1, 2020 and the Company is required to deduct tax at source (“TDS”) from dividend paid to the Members at prescribed rates in the IT Act. To enable the Company to comply with the TDS requirements, Members are requested to complete and / or update their Residential Status, Income Tax PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company’s Registrar & Share Transfer Agent. A communication providing detailed information & instructions with respect to tax on the final Dividend for the FY 2024-25 is being sent separately to the Members. The said communication will also be made available on the Company’s website.
16. The Securities and Exchange Board of India (“SEBI”) has made it mandatory all the listed entities to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through National Automated Clearing House (NACH) to investors and Bank details are available. In the

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absence of NACH facilities, the Company will print the Bank Account details, if available, on the payment instrument for distribution of Dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion / change in such Bank Account details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.

17. As per the provisions of Section 72 of the Companies Act, 2013 and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to KFin Technologies in case the shares are held in physical form.
18. **Compulsory Transfer of Equity Shares to Investor Education and Protection Fund ("IEPF") Suspense Account:**
Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules. The Company has not declared any dividend in past except in the financial year 2023-24.
Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed / unpaid for a period of 7 (seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).
19. Mr. Ankush Agarwal, Partner (Membership No. F9719 & COP No. 14486) or failing him Mr. Satish Kumar Nirankar, Partner (Membership No. F9605 & COP No. 19993) of MAKS & Co., Company Secretaries (FRN P2018UP067700), who had communicated their willingness for the said appointment, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting of vote through the e-voting system during the AGM in a fair and transparent manner.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. Tuesday, August 12, 2025.
21. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at <https://www.dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations> and on the website of KFin Technologies at <https://evoting.kfintech.com>, immediately after the declaration of result by the Chairman or any person authorized by him in writing and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited.
22. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
23. **Online Dispute Resolution (ODR) Mechanism**
a. SEBI vide Master Circular No. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, as updated from time to time, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
b. Pursuant to above Circular, a member shall first take up his/ her/ their grievance with the Company by lodging a complaint directly with the Company/ RTA and if the grievance is not redressed satisfactorily, the member may escalate the same through existing SCORES Portal. Post exhausting all available options for resolution of the grievance, if the member is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
24. The Company has designated an exclusive Email ID xchangingcompliance@dxc.com for redressal of shareholders complaints/grievances and for any investor related queries, you are requested to please write to us at the above Email ID.
25. **Intimation of details of the agreement, if any, under the SEBI Listing Regulations**
Members are informed that in terms of the provisions of the SEBI Listing Regulations, the Company is required to intimate the stock exchanges the details of the agreements entered into by the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.
Accordingly, it is hereby advised to the members to inform the Company about such agreement to which the Company

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is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the stock exchanges on it becoming aware of it within the prescribed timelines.

[Explanation: The term “directly or indirectly” includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

DISPATCH OF ANNUAL REPORT, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE AND ANNUAL REPORT:

1. In accordance with the provisions of the MCA and SEBI circulars, the AGM Notice along with the Annual Report are being sent through email to Members whose email IDs are registered with KFin Technologies; National Securities Depository Limited (“NSDL”) and / or Central Depository Services (India) Limited (“CDSL”) (collectively referred to as Depositories or NSDL / CDSL). A letter providing the web-link for accessing the Integrated Annual report, including the exact path, will be sent to those members who have not registered their email address with the Company.
2. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25 and Notice of the 24th AGM of the Company, may send request to the Company’s email address at xchangingcompliance@dxc.com mentioning Folio No./ DP ID and Client ID
3. The AGM Notice and the Annual Report are available on the Company’s website <https://www.dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>, the website of KFin Technologies <https://evoting.kfintech.com> and also on those of the BSE Limited www.bseindia.com and the National Stock Exchange of India Limited www.nseindia.com.
4. Members who have still not registered their email IDs and Mobile are requested to do so at the earliest.
 - Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant.
 - Members holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address along with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents.

Form ISR-1 can be obtained by clicking on the link <https://ris.kfintech.com/>

Form ISR-1 and the supporting documents can be provided by any one of the following modes:

- a) Through ‘In Person Verification’ (IPV), the authorised person of KFin shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials;
- b) Through hard copies which are self-attested, which can be shared on the address of KFin;
Name : KFIN Technologies Limited
Address : Selenium Building, Tower-B,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana
India - 500 032.
- c) Through electronic mode with e-sign by following the link <https://ris.kfintech.com/clientservices/isc/default.aspx>.

Detailed FAQs are available on KFin’s weblink <https://ris.kfintech.com/faq.html>.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

5. Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the ‘Event’ for Company’s AGM.
Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the AGM Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
6. Members may join the AGM through laptops, smartphones, tablets or ipads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.
Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
Members will be required to grant access to the web-cam to enable two-way video conferencing.
7. Institutional Members are encouraged to participate at the AGM through VC / OAVM and vote thereat.
8. Members, holding shares as on the **Cut-off date i.e. Tuesday, August 05, 2025** and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers at https://emeetings.kfintech.com and clicking on “Speaker Registration” during the period from Thursday, August 07, 2025 (9:00 AM IST) to Friday, August 08, 2025 (5:00 PM IST). Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

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Alternatively, Members holding shares as on the cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window will close at 5.00 p.m. (IST) on Friday, August 08, 2025.

- Members who need assistance before or during the AGM, relating to use of technology, can contact KFin technologies at 1800 309 4001 or write to them at evoting@kfintech.com.

PROCEDURE FOR REMOTE E-VOTING AND VOTING DURING THE AGM:

- Members are requested to attend and participate at the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during AGM.
- The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the AGM through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- In case of any query and / or assistance required, relating to attending the AGM through VC / OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Anandan K, Manager, KFin Technologies at the email ID evoting@kfintech.com or call KFin Technologies's toll free No.: 1800 309 4001 for any further clarifications / technical assistance that may be required.
- In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is pleased to provide to Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means through e-voting services arranged by KFin Technologies. Members may cast their votes using an electronic voting

Details on Step 1 are mentioned below:

I) Login for remote e-voting for Individual Members holding equity shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p>Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsd.com either on a personal computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.

system from a place other than the venue of the AGM ("remote e-voting").




- The remote e-voting period commences on **Saturday, August 09, 2025 (9:00 A.M. IST)** and ends on **Monday, August 11, 2025 (5:00 P.M. IST)**. During this period, Members of the Company holding shares either in physical form or in demat form, as on the **Cut-off date i.e. Tuesday, August 05, 2025** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin Technologies for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin Technologies for remote e-voting, they can use their existing User ID and password for voting.
- In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP").
- Individual Members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP") i.e. KFin Technologies, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.
- The process and manner for remote e-voting and joining and voting at the AGM are explained below:

Step 1 : Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Step 2 : Access to KFin Technologies e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

Step 3 : Access to join the AGM on KFin Technologies system and to participate and vote thereat.

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Type of Member	Login Method
	<ol style="list-style-type: none"> 4. Click on company name i.e. 'Xchanging Solutions Limited' or e-voting service provider i.e. KFin Technologies. 5. Members will be re-directed to KFin Technologies website for casting their vote during the remote e-voting period and voting during the AGM.
	<p>Those not registered under IDeAS:</p> <ol style="list-style-type: none"> 1. Visit https://eservices.nSDL.com for registering. 2. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-voting website of NSDL https://www.evoting.nSDL.com/. 4. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. 5. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen. 6. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. 7. Click on company name i.e Xchanging Solutions Limited or e-voting service provider name i.e KFin Technologies after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the AGM. 8. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Electronic Access To Securities Information ("Easi / Easiest") facility: <ol style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com ii. Click on New System Myeasi. iii. Login to MyEasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. 2. User not registered for Easi / Easiest <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL <ol style="list-style-type: none"> i. Visit www.cdslindia.com ii. Provide Demat Account Number and PAN iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the Demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Xchanging Solutions Limited' or select KFin Technologies. v. Members will be re-directed to the e-voting page of KFin Technologies to cast their vote without any further authentication.

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Individual Members login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against Xchanging Solutions Limited or KFin Technologies. v. Members will be redirected to e-voting website of KFin Technologies for casting their vote during the remote e-voting period without any further authentication.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-voting for Members other than Individual Members holding shares in demat mode and Members holding securities in physical mode.

(A) Members whose email IDs are registered with the Company / Depository Participants(s), will receive an email from KFin Technologies which will include details of e-voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin Technologies for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share

their password with any other person and that they take utmost care to keep their password confidential.

- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., 'Xchanging Solutions Limited - AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

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Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-voting during the meeting.

- i. Members will be able to attend the AGM through VC / OAVM platform provided by KFin Technologies. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFin Technologies.
- ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.
- iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.

Other Instructions:

- I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- II. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, August 05, 2025.
- III. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. **August 05, 2025** may obtain the User ID and Password in the manner as mentioned below:
 - a. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<space>E-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXX1234567890

- b. If email ID of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Members may call KFin Technologies toll free number 1800 309 4001.
 - d. Members may send an email request to: evoting@kfintech.com. If the Member is already registered with the KFin Technologies e-voting platform then such Member can use his / her existing User ID and password for casting the vote through remote e-voting.
- IV. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC / OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform and no separate login is required for the same.

By Order of the Board of Directors
For **Xchanging Solutions Limited**

Radhika Khurana
Company Secretary &
Compliance Officer
Membership No: A32557

Place : Gurugram
Date : May 21, 2025

Registered office: -
HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru 560 100,
Karnataka, India

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EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the special businesses mentioned in the accompanying Notice dated May 21, 2025:

ITEM NO. 4:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, (“the Act”) and relevant rules thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), every listed company is required to annex with its Board’s Report, a Secretarial Audit Report, issued by a Practising Company Secretary.

In terms of the notification issued by SEBI on December 12, 2024, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 were introduced, thereby amending the existing SEBI Listing Regulations. In accordance with the amended SEBI Listing Regulations read with the SEBI circular no. SEBI/ HO/CFD/CFDPoD-2/CIR/P/2024/185 dated December 31, 2024, SEBI has *inter-alia* prescribed the terms of appointment/ re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

Pursuant to the amendment, every listed company is required to appoint either an individual for not more than one term of five consecutive years or a Secretarial Audit firm for not more than two terms of five consecutive years as the Secretarial Auditor based on the recommendation of its board of directors and subject to the approval of its members in Annual General Meeting.

Accordingly, the Board of Directors, on recommendation of the Audit Committee, at its Meeting held on January 31, 2025, considering the proficiency, expertise and experience of M/s. MAKS & CO., Company Secretaries, (FRN P2018UP067700), approved and recommended their appointment as Secretarial Auditors of the Company for approval of members for a term of 5 (Five) consecutive years from financial year 2025-26 till financial year 2029-30.

M/s. MAKS & Co., Company Secretaries have provided their consent to be appointed as Secretarial Auditors of the Company for a term of five (5) consecutive Financial Years (FY) commencing from FY 2025-26 to FY 2029-30 and also confirmed that they are not disqualified to be appointed as Secretarial Auditors of the Company. They also confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India (ICSI) and hold a valid certificate issued by the Peer Review Board of the ICSI.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Description
Term of appointment	Term of 5 (Five) consecutive years commencing from the financial year 2025-26 till financial year 2029-30.
Proposed remuneration/ fee payable to the Secretarial Auditors	<p>Based on the recommendation of the audit committee and the Board, the proposed remuneration to be paid to M/s. MAKS & CO., Company Secretaries for the financial year 2025-26 is Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses on actuals.</p> <p>The remuneration for subsequent years of their term at such remuneration as may be mutually agreed between the board of Directors and secretarial auditor on recommendation of audit committee.</p> <p>Besides the audit services, the Company would also avail various services in the nature of certifications and other permissible professional work under various statutory regulations from time to time, for which the auditors will be remunerated separately on mutually agreed terms.</p> <p>The proposed remuneration is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor and is commensurate with the size and scale of operations of the Company.</p>
Any material change in the remuneration/fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable
Basis for recommendation for appointment	The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act and SEBI Listing Regulations. The Board and the Audit Committee also evaluated various factors, including the firm’s capability to handle a diverse and complex business environment, its existing experience in the Company’s business segments, its industry standing, the clientele it serves, and its technical expertise.

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Credentials of Secretarial Auditor	<p>M/s. MAKS & Co., Companies Secretaries, bearing firm registration number P2018UP067700 and Peer Review Certificate No.: 2064/2022, is partnership firm of practicing company secretaries. MAKS & CO. is a corporate consultancy business solution firm which has been promoted, and is managed by, highly qualified, experienced professionals from the fields of corporate governance and compliance. The partners are experienced company secretaries with collective work experience of over 60 years.</p> <p>M/s. MAKS, as a firm, believes in serving business needs through partnership approach focussed on providing comprehensive professional and advisory services in corporate law, SEBI regulations, FEMA compliance, NBFC Compliances, and allied fields, delivering strategic solutions to ensure regulatory adherence including but not limited to representing Corporates before various regulatory authorities.</p>
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None of the Directors, Key Managerial Personnel of the Company and/or their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice

Basis the rationale and justification provided above, the Board of Directors recommends the Ordinary Resolution as set out at Item No. 4 of the accompanying Notice for approval of the Members.

ITEM NO. 5:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee (NRC), appointed Mrs. Janaki Ashwin Patwardhan (DIN: 09180182) as an Additional Director on the Board of the Company, designated as a Non-Executive Independent Director, with effect from May 21, 2025, in terms of Section 161 of the Companies Act, 2013 ("Act") who shall hold office up to the date of the next general meeting of the Company or for a period of 3 (three) months from the date of her appointment, whichever is earlier, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Further, the Board, on the recommendation of the NRC and subject to the approval of the members, appointed Mrs. Janaki Ashwin Patwardhan as Non-Executive and Independent Director of the Company, for a term of 5 (Five) consecutive years w.e.f. May 21, 2025 to May 20, 2030, not liable to retire by rotation.

Skills and capabilities required for the role of Independent Director and the manner in which Mrs. Janaki Ashwin Patwardhan meets such requirements:

The Company follows a robust process for selecting Board members. NRC assesses various factors while considering appointment of independent director including candidate's background, knowledge, skills, professional experience, educational & professional qualifications, personal achievements, age and expertise.

Further, the Board also deliberates on various factors including present composition of the Board to ensure optimum combination of executive and non-executive directors, tenure of the Board members, skill matrix, diversity, time-commitment and statutory requirements.

The NRC had finalized the desired attributes for the selection of the Independent Director. Based on those attributes, the NRC recommended the candidature of Mrs. Janaki Ashwin Patwardhan. In the opinion of the Board, Mrs. Janaki Ashwin

Patwardhan fulfils the conditions specified in the Act and rules made thereunder and SEBI Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management.

In view of the above, the Board of members firmly believes that Mrs. Janaki Ashwin Patwardhan will bring immense value on account of her stature, professional competence and diversified experience, and accordingly, recommends her appointment, as Non-Executive and Independent Director for a term of 5 (five) years with effect from May 21, 2025 to May 20, 2030, not liable to retire by rotation. Draft letter of appointment of Mrs. Janaki Ashwin Patwardhan setting out the terms and conditions of appointment is being made available for inspection by the Members through electronic mode. The Members may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

In line with the Company's remuneration policy for Independent Directors, Mrs. Janaki will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

Brief Profile of Mrs. Janaki Ashwin Patwardhan is provided in the additional information. The Company has received a notice under Section 160 of the Act from a member signifying candidature of Mrs. Janaki Ashwin Patwardhan as Non-Executive and Independent Director of the Company.

The Company has also received the following:

- consent in writing from Mrs. Janaki to act as Director in Form DIR - 2;
- intimation in Form DIR - 8 to the effect that she is not disqualified under Section 164(2) of the Act;
- declaration to the effect that she meets the criteria of independence as specified in the Act and SEBI Listing Regulations;
- confirmation that she is neither disqualified nor debarred from holding the office of director under the Act or pursuant to any order issued by securities and exchange board of India or any such other authority;
- confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company with an objective independent judgement and without any external influence

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- and that they are independent of the Management; and
- f. confirmation that she has registered herself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board hereby confirms that in their opinion, she fulfills the conditions specified in Act and SEBI Listing Regulations and are independent of the management.

Additional information in respect of Mrs. Janaki, pursuant to Regulation 36 of SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided hereinbelow.

Except Mrs. Janaki and/or her relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board of Directors recommends the resolution proposing the appointment of Mrs. Janaki Ashwin Patwardhan as a Non-Executive and Independent Director of the Company, as set out in Item No. 5 for approval of the Members by way of a Special Resolution.

ADDITIONAL INFORMATION

Information as required in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India for Item Nos. 3 and 5:

Name of the Director	Mr. Kartik Ganapathy Iyer	Mrs. Janaki Ashwin Patwardhan				
DIN	09318280	09180182				
Date of Birth	November 17, 1979	October 03, 1971				
Nationality	Indian	Indian				
Age	45	53				
Date of first appointment on the Board	June 17, 2024	May 21, 2025				
Educational Qualification	<p>Kartik holds following degrees</p> <ul style="list-style-type: none"> Harvard business school (HBS) certification on "Disruptive Strategies" Post Graduate Diploma in Business Administration (Finance)- Indian Education Society, Mumbai. Masters of Commerce (Accounting)- University of Mumbai. 	<p>Janaki holds following degree</p> <ul style="list-style-type: none"> a graduation degree in chemical engineering from UDCT (now called ICT), Mumbai Doctorate in Chemical Engineering Advanced Diploma in Industrial Safety International Certificate in Risk Management 				
Relationship with other directors, managers and key managerial personnel, Promoters	<p>Kartik has been appointed in the following Group Company:-</p> <table border="1"> <thead> <tr> <th>Name of Company</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>EIT Services India Private Limited</td> <td>Director</td> </tr> </tbody> </table>	Name of Company	Designation	EIT Services India Private Limited	Director	Nil
Name of Company	Designation					
EIT Services India Private Limited	Director					
Details of remuneration drawn (during financial year 2024-25)	NA	NA				
Details of remuneration sought to be paid	He will not be paid any remuneration from the Company.	Stated in the explanatory statement				
Brief Resume and expertise in specific functional areas/ experience	<p>Kartik heads Global Delivery Network Business Operations across India, Philippines, Eastern Europe and Vietnam which is the largest group of DXC. He is responsible for resource management, demand/supply, talent transformation to name a few.</p> <p>Prior to joining DXC, he was with Accenture for 16 years supporting Technology business across geographies. He was Business Finance lead for India Technology Centre which was the biggest geography for Accenture. He has experience of setting up a new Technology centres in Latvia, Mexico, Spain and Morocco.</p>	<p>Mrs. Janaki Ashwin Patwardhan has graduated in chemical engineering from UDCT (now called ICT), Mumbai. She holds a Doctorate in Chemical Engineering, an Advanced Diploma in Industrial Safety and an International Certificate in Risk Management. She served Reliance Industries Limited and a knowledge process outsourcing company (KPO) viz. Ingenero Technologies India Pvt. Ltd.</p>				

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Name of the Director	Mr. Kartik Ganapathy Iyer	Mrs. Janaki Ashwin Patwardhan
	He ran finance operations as Regional lead for 32 delivery centres across Europe, North and Latin America. He was also based in Philippines and Europe leading projects in the areas of cost competitiveness, demand and supply and infrastructure.	She has served in the sectors of pharmaceuticals, petrochemicals, refinery, oleochemicals, fragrances, pigments, and speciality chemicals. She has been working as a consultant for several years. She has been a consultant to industries such as Lupin Ltd., Embio Ltd., IGL, Lona Industries Ltd., Kevin Enterprises, HPFL (Eternis Ltd.) and Basell Polyolefins India Pvt. Ltd.
Terms and Conditions of appointment/re-appointment	Stated in the Resolution	Stated in the Resolution
Directorships held in other Companies (Including Listed Companies)	EIT Services India Private Limited Xchanging Solutions Limited	DMCC Specialty Chemicals Limited Xchanging Solutions Limited
Chairman/Member (Other than Xchanging Solutions Ltd.) of:	Chairman	Member
Audit Committee	Nil	Nil
Shareholders' Grievances Committee	Nil	Nil
Membership / Chairmanship in Committees of Xchanging Solutions Limited	1. Stakeholders Relationship Committee-Member 2. Corporate Social Responsibility Committee-Member 3. Nomination and Remuneration Committee-Member	1. Nomination & Remuneration Committee - Member 2. Stakeholders Relationship Committee-Chairperson 3. Corporate Social Responsibility Committee-Chairperson 4. Audit Committee - Member
Name of listed entities from which she/he has resigned in the past three years	Nil	Nil
Number of shares held in Xchanging Solutions Limited including shareholding as a beneficial owner	Nil	Nil
Percentage of shareholding	Nil	Nil
No. of Board Meetings attended during FY 2024-25	3	NA
Justification for choosing the appointee for appointment (Skills and capability required for the role and the Directors meets such requirement applicable for Independent Directors)	NA	Refer the Explanatory Statements

ITEM NO. 6, 7 and 8

1. Brief Background of related parties involved in proposed related party transaction:

Xchanging Solutions (USA) Inc. ("XSUI") - XSUI was incorporated as an LLC on February 14, 2000 and was converted to Corporation on June 29, 2001. XSUI is a material wholly owned subsidiary of the Xchanging Solutions Limited ("**Company**"). XSUI is an Information Technology (IT) services provider with operations in USA.

DXC Technology Services LLC ("DXC USA") - DXC USA was formed on July 18, 2017 under the laws of the state of Delaware in the United States of America. DXC is an IT consulting and technology services company.

Xchanging Technology Services India Private Limited ("XTSI") - XTSI was incorporated on March 24, 1998, provides Information Technology Enabled Services and Information Technology Services across various Industries.

XTSI is the promoter of the Company and holds 19.16% in the Company.

CSC Covansys Corporation ("CSC")- CSC Covansys was incorporated on February 22, 1985 under the laws of the state of Michigan. CSC Covansys is an IT consulting and technology services company.

2. Regulatory Provisions regarding proposed related party transaction:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), all material related party transactions of the Company require prior approval of the members of the Company through Ordinary Resolution.

In accordance with Regulation 23 of the Listing Regulations, "Material Related Party Transaction" means any transaction(s) to be entered into individually or taken together

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with previous transactions during a financial year, exceeds INR 1,000 Crores or 10% of the consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

As the value of transaction(s) may exceed the materiality threshold limit, as provided under the Listing Regulations, your approval is being sought for the Related Party Transactions as set out in the resolution for the financial year 2025-26.

3. Proposed related party transaction.

The transactions between the two companies not only help smoothen business operations for both the companies, but

also ensure consistent flow of desired quality and quantity of services without interruptions and generation of revenue and business for both the companies to cater to their business requirements.

The shareholders at the 23rd Annual General Meeting of the Company held on July 24, 2024 got approved the below-mentioned related party transactions between XSUI, material subsidiary of the Company and its related parties.

In light of the benefits, the Company proposes to continue entering into the mentioned transactions by XSUS with its related parties in the 24th AGM.

The details as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Circular”) are set forth below:

S.No.	Description	Details for Item No. 6	Details for Item No. 7	Details for Item No. 8
1	Details of summary of information provided by the Management to the Audit Committee/Shareholders			
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	The material related party transaction is between: Xchanging Solutions (USA) Inc., (“ XSUI ”), Material Wholly Owned Subsidiary of the Xchanging Solutions Limited (“ the Company ”). and DXC Technology Services LLC, (one of the group company/related party of the Company/XSUI) (DXC, USA)	The material related party transaction is between: Xchanging Solutions (USA) Inc., (“ XSUI ”), Material Wholly Owned Subsidiary of the Xchanging Solutions Limited (“ the Company ”). and Xchanging Technology Services India Private Limited, (one of the group company/related party of the XSUI/Promoter of the Company) (XTSI)	The material related party transaction is between: Xchanging Solutions (USA) Inc., (“ XSUI ”), Material Wholly Owned Subsidiary of the Xchanging Solutions Limited (“ the Company ”). and CSC Covansys Corporation, (one of the group company/related party of the Company/XSUI) (CSC)
b	Name of the Director or Key Managerial Personnel who is related, if any	None of the Directors or Key Managerial Personnel of XSUI/ DXC, USA are interested in this transaction.	None of the Directors or Key Managerial Personnel of the XSUI and XTSI are in this transaction.	Ceyhun Cetin and Christopher Voci are common directors in XSUI and CSC.
c	Type, material terms and particulars of the proposed transaction	Type of Transaction: XSUI avails information related services and allied services from DXC, USA. Amount: up to INR 23 crores. Type of Transaction 2: XSUI provides information related services and allied services to DXC USA. Amount: up to INR 1 crore.	Type of Transaction XSUI avails information related services and allied services from XTSI. Amount: up to INR 23 crores.	Type of Transaction XSUI avails information related services and allied services from CSC. Amount: up to INR 23 crores.
d	Tenure of the proposed transaction	This approval is being taken for FY 2025-26.	This approval is being taken for FY 2025-26.	This approval is being taken for FY 2025-26.
e	Value of proposed transaction	Refer point no. 1 (c) of this table.	Refer point no. 1 (c) of this table.	Refer point no. 1 (c) of this table.
f	Percentage of annual consolidated turnover of the Company considering FY 2025 as the immediately preceding financial year	12.96%	12.42%	12.42%
g	Percentage of subsidiary’s (XSUI) turnover considering FY 2025 as the immediately preceding financial year	16.63%	15.93%	15.93%
2	Justification for the proposed transaction as to why the transaction is in the interest of the Company	Refer para ‘Proposed related party transaction’ of the explanatory statement mentioned above.		

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S.No.	Description	Details for Item No. 6	Details for Item No. 7	Details for Item No. 8
3	Details of proposed transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary			
a	details of the source of funds in connection with the proposed transaction	Not Applicable		
b	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.- nature of indebtedness;- cost of funds; and tenure			
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security			
d	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.			
4	Arm's length pricing and valuation or other external party report, if any such report has been relied upon	The pricing mechanism followed for RPTs shall be based on arm's length principle. Also these RPTs are in the ordinary course of business. Valuation Report and/or other external report, if applicable, would be obtained and relied upon.		
5	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.	—	—	—
6	Any other information that may be relevant.	All important information forms part of this explanatory statement setting out material facts of the proposed related party transaction.		

Based on the relevant details provided by the management, the Independent Directors of the Audit Committee of the Company and the Board of Directors, have at their respective meetings held on May 21, 2025, reviewed and approved the said proposed transaction(s), while noting that such transaction(s) shall be at arms' length basis and in the ordinary course of business.

Members may note that in terms of the provisions of Regulation 23(4) of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), are not permitted to vote to approve the resolution under Item No. 6, 7 and 8 of the accompanying notice.

None of the Directors, Key Managerial Personnel or any of their relative, is in anyway, concerned or interested, financially or otherwise, in the above resolution, except to the extent of their respective shareholding in the Company, if any.

Further, Mr. Henry D'Souza, an independent director of the Company, also holds the position of the independent director on the Board of XSUI.

Your Directors, therefore, recommend these resolutions for your approval by way of Ordinary Resolution(s) set out at Item no. 6, 7 and 8 of the accompanying Notice.

By Order of the Board of Directors
For **Xchanging Solutions Limited**

Radhika Khurana
Company Secretary &
Compliance Officer
Membership No: A32557

Place : Gurugram
Date : May 21, 2025

Registered office: -
HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru 560 100,
Karnataka, India

Shareholders Information

XCHANGING SOLUTIONS LIMITED

Registered Office:

(HP Avenue, 39/40, Electronic City,
Hosur Main Road, Bengaluru 560 100,
Karnataka, India)

T +91 80 6972 9602

For Corporate reports and Company News, visit our website at:

<https://dxc.com/in/en/about-us/xchanging-solutions-limited-investor-relations>

STOCK EXCHANGES

Company is listed on the following stock exchanges (Ticker Symbol: XCHANGING)

BSE (BSE Limited)

NSE (National Stock Exchange of India Limited)

Safe Harbor Statement

Certain statements in this document are forward looking statements which involve a number of risks and uncertainties that could cause actual results to differ materially from those in such forward looking statements. The risks and uncertainties regarding fluctuations in earnings, our ability to manage growth, intense competition in IT services, including those factors which may affect our cost advantage, wage increases in India, our ability to attract and retain highly skilled professionals, time and cost overruns in fixed price, fixed time frame contracts, client concentration, restrictions on immigration, our ability to manage our international operations, reduced demand for technology in our key focus areas, disruptions in telecommunication networks, our ability to successfully complete and integrate potential acquisitions, liability for damages on our service contracts, etc. The Company does not undertake to update any forward-looking statement that may be made from time to time by or on behalf of the Company.

