Xchanging Tower
SJR iPark. EPIP Area. Whitefield
Bangalore-560 066, India

T +91 80 3054 0000
F +91 80 4115 7394
E info@xchanging.com

Xchanging
inspiring innovation

xchanging.com

XSL/SE/2015

7 August, 2015

The Asst. Vice President,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
MUMBAI - 400 051
Fax :No. 022 – 26598237 / 8
Scrip Code : XCHANGING

Department of Corporate Services - CRD
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street
MUMBAI - 400 001
Fax No. 022 – 22723121
Scrip Code : 532616

Dear Sir(s),

Sub : Outcome of the Board Meeting

With reference to the subject mentioned above, we hereby write to inform you that the Board of Directors of the Company in its meeting held today, August 7 2015, inter alia has considered and approved the Un-audited standalone financial results of the Company for the Quarter ended June 30, 2015.

This is for your information and records .

Thanking you,

Yours faithfully,
For Xchanging Solutions Limited

VINOD GOEL
CHIEF FINANCIAL OFFICER

Xchanging Solutions Limited
Bangalore

Price Waterhouse Chartered Accountants LLP

The Board of Directors
Xchanging Solutions Limited
SJR I-Park Plot No. 13, 14, 15
EPIP Industrial Area, Phase I, Whitefield
Bangalore - 560 066

1. We have reviewed the results of Xchanging Solutions Limited (the "Company") for the quarter ended June 30, 2015 which are included in the accompanying 'Statement of Standalone Unaudited Results for the Quarter Ended 30/06/2015' and the statement of assets and liabilities as on that date (the "Statement"), except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the Management but have neither been reviewed nor been audited by us. The Statement has been prepared by the Company pursuant to Clause 41 of the Listing Agreement with the Stock Exchanges in India, which has been initialled by us for identification purposes. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors/ Committee of Board of Directors. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement.

3. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

4. We have only traced the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' in the Statement from the disclosures made by the Management and are, therefore, not expressing a review opinion thereon.

5. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement has not been prepared in all material respects in accordance with the applicable Accounting Standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognised accounting practices and policies, and has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We draw your attention to Note 3 on the Statement, regarding redemption of certain debentures, aggregating to Rs. 62,500,000, by the Company in the year 2007; subsequent order of the Hon'ble High Court of Adjudicator at Madras restraining the Company from reflecting the redemption of debentures and to continue to show it as due and payable consequent to a petition filed by a third party; and non-reversal of the aforesaid redemption of debentures in the books of account of the Company pending admission and disposal of the appeal filed by the Company with the Hon'ble High Court of Adjudicator at Madras on July 26, 2011. Depending on the outcome of the Company's appeal, significant adjustments may be required to be made and reflected in the subsequent period financial reporting. Our conclusion is not qualified in this respect.

For Price Waterhouse Chartered Accountants LLP
(FRN 012754N/N500016)

Suchita Sharma

Suchita Sharma
Partner
Membership Number: 073897

Place: Gurgaon
Date: August 7, 2015

Price Waterhouse Chartered Accountants LLP, Building No. 8, 7th & 8th Floor, Tower - B, DLF Cyber City Gurgaon - 122 002
T: +91 (124) 4620000, 3060000, F: +91 (124) 4620620

Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration

Xchanging

Xchanging Solutions Limited
Xchanging Tower, SJR I Park, Opp. Satya Sai Hospital, 13,14,15, EPIP Park, Whitefield, Bangalore-560066

PART I (Rs in lakhs)

Statement of Standalone Unaudited Results for the Quarter Ended 30/06/2015

Sl. No.	Particulars	Quarter ended 30/06/2015	Preceding quarter ended 31/03/2015	Corresponding quarter ended 30/06/2014 in the previous year	Year to date figures for current period ended 30/06/2015	Year to date figures for previous period ended 30/06/2014	Previous year ended 31/12/2014
	(Refer Notes Below)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
1	**Income from operations**						
	Net sales/ Income from operations	**2,949**	**2,857**	**4,023**	**5,806**	**7,542**	**14,958**
	Total Income from operations (net)	**2,949**	**2,857**	**4,023**	**5,806**	**7,542**	**14,958**
2	**Expenses**						
	a) Employee benefits expenses	1,625	1,737	1,748	3,362	3,720	7,365
	b) Project work expenses	253	320	811	573	1,217	2,422
	c) Exchange loss / (gain)	(269)	269	(118)	-	45	143
	d) Depreciation and amortisation expense	99	114	100	213	204	450
	e) Other expenses	664	739	761	1,403	1,625	4,076
	Total Expenses	**2,372**	**3,179**	**3,302**	**5,551**	**6,811**	**14,456**
3	**Profit / (Loss) from operations before other income, finance costs and exceptional items (1-2)**	**577**	**(322)**	**721**	**255**	**731**	**502**
4	Other income	296	220	207	516	369	1,414
5	**Profit / (Loss) from ordinary activities before finance costs and exceptional items (3+4)**	**873**	**(102)**	**928**	**771**	**1,100**	**1,916**
6	Finance costs	5	5	5	10	10	20
7	**Profit / (Loss) from ordinary activities after finance costs but before exceptional items (5-6)**	**868**	**(107)**	**923**	**761**	**1,090**	**1,896**
8	Exceptional items (Gain) / Loss	-	-	-	-	-	515
9	**Profit / (Loss) from ordinary activities before tax (7-8)**	**868**	**(107)**	**923**	**761**	**1,090**	**1,381**
10	Tax expense / (credit)	388	(32)	465	356	562	659
11	**Net Profit / (Loss) for the period (9-10)**	**480**	**(75)**	**458**	**405**	**528**	**722**
12	Paid up equity share capital (Face value per share Rs 10/-)	11,140	11,140	11,140	11,140	11,140	11,140
13	Reserves excluding Revaluation Reserve as per balance sheet of previous accounting year (includes debit balance of profit & loss a/c, if any)						6,347
14	Earning / (Loss) per share (of Rs 10/- each) (not annualised)						
	(a) Basic	0.43	(0.07)	0.41	0.36	0.47	0.65
	(b) Diluted	0.43	(0.07)	0.41	0.36	0.47	0.65

PART II

Select Information for the Quarter ended 30/06/2015

	Particulars	Quarter ended 30/06/2015	Preceding quarter ended 31/03/2015	Corresponding quarter ended 30/06/2014 in the previous year	Year to date figures for current period ended 30/06/2015	Year to date figures for previous period ended 30/06/2014	Previous year ended 31/12/2014
A	**PARTICULARS OF SHAREHOLDING**						
1.	Public shareholding						
	- Number of Shares	27,850,929	27,850,929	27,850,929	27,850,929	27,850,929	27,850,929
	- Percentage of shareholding	25.00%	25.00%	25.00%	25.00%	25.00%	25.00%
2.	Promoters and promoter group Shareholding						
	a. Pledged / Encumbered						
	-Number of Shares	-	-	-	-	-	-
	-Percentage of shares (as a % of the total shareholding of Promoter and promoter group)	-	-	-	-	-	-
	-Percentage of shares (as a % of the total shareholding of the total share capital of the Company)	-	-	-	-	-	-
	b. Non Encumbered						
	-Number of Shares	83,552,787	83,552,787	83,552,787	83,552,787	83,552,787	83,552,787
	-Percentage of shares (as a % of the total shareholding of Promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
	-Percentage of shares (as a % of the total shareholding of the total share capital of the Company)	75.00%	75.00%	75.00%	75.00%	75.00%	75.00%

	Particulars	Quarter ended 30/06/2015
B	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the quarter	2
	Received during the quarter	1
	Disposed off during the quarter	3
	Remaining unresolved at the end of the quarter	Nil

Price Waterhouse Chartered Accountants LLP
LLPIN AAC-5001
FRN 012754N/N500016
Gurgaon

Xchanging Solutions Limited	(Rs in lakhs)	
Standalone Statement of Assets and Liabilities Particulars	As at current half year end 30/06/2015	As at previous year end 31/12/2014
EQUITY AND LIABILITIES		
Shareholders' funds		
(a) Share capital	11,140	11,140
(b) Reserves and surplus	6,752	6,347
Sub-total - Shareholders' funds	17,892	17,487
Non-current liabilities		
(a) Long-term borrowings	126	158
(b) Other long-term liabilities	45	32
(c) Long-term provisions	331	302
Sub-total - Non-current liabilities	502	492
Current liabilities		
(a) Trade payables	1,438	1,939
(b) Other current liabilities	955	2,558
(c) Short-term provisions	2,886	2,703
Sub-total - Current liabilities	5,279	7,200
TOTAL - EQUITY AND LIABILITIES	**23,673**	**25,179**
ASSETS		
Non-current assets		
(a) Fixed assets	610	724
(b) Non-current investments	5,186	5,186
(c) Deferred tax assets	950	997
(d) Long-term loans and advances	4,022	3,924
(e) Other non-current assets	30	134
Sub-total - Non-current assets	10,798	10,965
Current assets		
(a) Trade receivables	4,075	5,084
(b) Cash and bank balances	6,469	5,948
(c) Short-term loans and advances	653	871
(d) Other current assets	1,678	2,311
Sub-total - Current assets	12,875	14,214
TOTAL - ASSETS	**23,673**	**25,179**

Notes to above results :

1. The above financial results of Xchanging Solutions Limited (the Company) have been reviewed and recommended by the Audit Committee, and approved by the Board of Directors on August 7, 2015 and a limited review has been carried out by the statutory auditors of the Company.
2. The Company has only one primary segment viz., Information Technology (IT) services and accordingly the above results relate to this segment.
3. On August 1, 2002, the Company issued 1,500,000, 11% debentures of face value of Rs. 100 each. The debentures were repayable at par at the end of five years from the date of issuance. Based on the orders of the Debt Recovery Tribunal, the Company had issued duplicate debenture certificates for 625,000 debentures in favour of a Bank and these debentures were redeemed in June 2007. Post redemption of these debentures, a civil suit was filed against the Company by Third Party claiming rights over the said 625,000 debentures. Decision on this suit is still pending before Hon'ble Madras High Court. On the basis of an interim application filed by the Third Party, the Hon'ble High Court passed an Interim Order in restraining the Company from reflecting the redemption of debentures and directing the Company to continue to show it as due and payable. The Company has filed an appeal against the interim order, pending which no adjustment has been made in these accounts.
4. In the ordinary course of business, the Company is subject to legal proceedings, claims and litigation. Xchanging Solutions Limited and its USA subsidiary, Xchanging Solution USA Inc.,("XSUI") is currently a defendant in a claim for an unspecified amount alleging a breach of warranties in the USA. The claim in question relates to a contract that was awarded to XSUI in 2006 and was subsequently sold by XSUI in 2007 to the claimant. The litigation is a fact intensive case for which the fact discovery and proceedings are ongoing in USA. Based on the facts produced and reviewed to date and legal advice thereon, the Company believes it is not probable that the claim will be successful. Therefore, no provision is required to be made at this stage.
5. Exceptional items for the previous year as per standalone results of the Company comprises of the following:

   (i) The Company has strategic gross investments amounting to Rs. 2,222 in Xchanging Solutions (Europe) Limited, UK, its wholly owned subsidiary. Based on assessment of diminution in the value of investments, the Company had made a provision of Rs. 1,534 in prior years. During the previous year ended December 31, 2014, the Company had reassessed the investments for impairment using discounted cash flow method and as a result of this assessment, the Company had created additional provision of Rs. 688 during the quarter ended December 31, 2014 against the investments towards diminution in value considering it to be "a decline other than temporary".

   (ii) During the quarter ended September 30, 2014, the Company had reversed a provision of Rs. 173 created in the prior years for an onerous lease held by the Company as the Company did not anticipate any outflow. As a result of the same and the effect of provision created in the quarter ended December 31, 2014 as per 5(i) above, the net effect for the year ended December 31, 2014 was Rs. 515.
6. The amounts for the previous periods have been reclassified wherever necessary to conform to the current period presentation.

Price Waterhouse Chartered Accountants LLP
LLPIN AAC-5001
FRN012754N/N500016
Gurgaon

By Order of the Board of Directors

Alok K Sinha
Executive Director &
Chief Executive Officer

Place : Bengaluru, India
Date : August 7, 2015