POST OFFER ADVERTISEMENT UNDER REGULATION 18(12) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

XCHANGING SOLUTIONS LIMITED

Registered Office: SJR I - Park, Plot No. 13, 14, 15, EPIP Industrial Area, Phase I Whitefield, Bengaluru - 560066 **Tel:** +91-80-30540000; **Fax:** +91-80-41157394

OPEN OFFER FOR ACQUISITION OF UP TO 2,36,49,767 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("**EQUITY SHARES**") REPRESENTING 21.23% OF THE FULLY DILUTED VOTING SHARE CAPITAL AS OF THE 10TH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD ("**VOTING SHARE CAPITAL**"), FROM THE PUBLIC SHAREHOLDERS OF XCHANGING SOLUTIONS LIMITED ("**TARGET COMPANY**") BY XCHANGING TECHNOLOGY SERVICES INDIA PRIVATE LIMITED ("**ACQUIRER**") TOGETHER WITH COMPUTER SCIENCES CORPORATION INDIA PRIVATE LIMITED ("**PAC 1**") AND DXC TECHNOLOGY COMPANY ("**PAC 2**") (PAC 1 AND PAC 2 ARE COLLECTIVELY REFERRED TO AS "**PAC**") AS THE PERSONS ACTING IN CONCERT WITH THE ACQUIRER ("**OFFER**"/"**OPEN OFFER**").

This Post Offer Advertisement ("**Post–Offer Advertisement**") is being issued by JM Financial Limited ("**Manager to the Offer**"), on behalf of the Acquirer along with PAC, in connection with the Offer made by the Acquirer alongwith the PAC, in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**"). The Detailed Public Statement ("**DPS**") with respect to the aforementioned offer was made on November 24, 2017, and the corrigendum to the DPS was published on May 9, 2018 ("**Revised Schedule Corrigendum**"), in the following newspapers:

Sr. No.	Newspaper	Language	Editions
1.	Financial Express	English	All
2.	Jansatta	Hindi	All
3.	Navshakti	Marathi	Mumbai
4.	Hosa Digantha	Kannada	Bengaluru

This Post-Offer Advertisement should be read in continuation of, and in conjunction with, the Public Announcement dated November 17, 2017 ("**PA**"), the DPS published on November 24, 2017, the Draft Letter of Offer dated November 30, 2017 ("**Draft Letter of Offer**" or "**DLoF**"), the Revised Schedule Corrigendum on May 9, 2018 and Letter of Offer dated May 8, 2018 ("**Letter of Offer**" or "**LoF**").

Sl. No.	Particulars	Details
1	Name of the Target Company:	Xchanging Solutions Limited
2	Name of the Acquirer and PAC:	Acquirer : Xchanging Technology Services India Private Limited PAC 1 : Computer Sciences Corporation India Private Limited PAC 2 : DXC Technology Company
3	Name of the Manager to the Offer:	JM Financial Limited
4	Name of the Registrar to the Offer:	Karvy Computershare Private Limited
5	**Offer Details**	
	a. Date of Opening of the Offer:	Friday, May 18, 2018
	b. Date of Closure of the Offer:	Thursday, May 31, 2018
6	Date of Payment of Consideration for the Offer Shares validly tendered and accepted in the Offer:	Monday, June 11, 2018

7.	Details of acquisition	Proposed in the Offer Document		Actuals	
7.1	Offer Price	INR 55.22 per Offer Share		INR 55.22 per Offer Share	
7.2	Aggregate number of Equity Shares tendered	2,36,49,767[(1)]		1,33,98,299	
7.3	Aggregate number of Equity Shares accepted	2,36,49,767[(1)]		1,33,98,299	
7.4	Size of the Offer (Number of Equity Shares accepted multiplied by offer price per share)	INR 1,30,59,40,134[(1)]		INR 73,98,54,070.78	
7.5	Shareholding of the Acquirer and/ or PAC before Agreements/PA[(2)] • Number • % of Voting Share Capital	**Acquirer:** 2,55,50,000 22.93% **PAC 1:** Nil direct holding. **PAC 2:** Nil direct holding.		**Acquirer:** 2,55,50,000 22.93% **PAC 1:** Nil direct holding. **PAC 2:** Nil direct holding.	
7.6	Shares Acquired by way of Agreements • Number • % of Voting Share Capital	Not Applicable		Not Applicable	
7.7	Shares Acquired by way of Open Offer[(2)] • Number • % of Voting Share Capital	**Acquirer:** 2,36,49,767[(1)] 21.23% **PAC 1:** Nil direct acquisition. **PAC 2:** Nil direct acquisition.		**Acquirer:** 1,33,98,299 12.03% **PAC 1:** Nil direct acquisition. **PAC 2:** Nil direct acquisition.	
7.8	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	**Acquirer:** Nil. **PAC 1:** Nil. **PAC 2:** Nil.		**Acquirer:** Nil. **PAC 1:** Nil. **PAC 2:** Nil.	
7.9	Post offer shareholding of Acquirer / PAC[(2)] • Number • % of Voting Share Capital	**Acquirer:** 4,91,99,767[(1)] 44.16%		**Acquirer:** 3,89,48,299 34.96%	
7.10	Pre & Post offer shareholding of the Public[(2)]	**Pre-Offer**	**Post-Offer[(1)]**	**Pre-Offer**	**Post-Offer**
		2,36,49,767	0	2,36,49,767	1,02,51,468
		21.23%	0.00%	21.23%	9.20%
	Pre & Post offer shareholding of the Promoter and Promoter Group[(2)]	**Pre-Offer**	**Post-Offer[(1)]**	**Pre-Offer**	**Post-Offer**
		8,77,53,949	11,14,03,716	8,77,53,949	10,11,52,248
		78.77%	100%	78.77%	90.80%

Notes:

1. *Assuming full acceptance under the Open Offer.*
2. *The shareholding percentages set out in the LoF and other offer documents are based on the Voting Share Capital, which is equivalent to 11,14,03,716 Equity Shares. For further details, please refer to page 15 of the LoF.*

1. The Acquirer along with its Directors and PAC severally and jointly accept full responsibility for the information contained in this Post-Offer Advertisement and also for the obligations under the Takeover Regulations.
2. A copy of this Post-Offer Advertisement will be available on the website of SEBI, BSE, NSE and the registered office of the Target Company.

Capitalized terms used but not defined in this Post Offer Advertisement shall have the meanings assigned to such terms in the PA and/or the DPS and/or LoF.

ISSUED BY THE MANAGER TO THE OFFER

JM FINANCIAL

JM FINANCIAL LIMITED
7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India.
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Email: xchanging.openoffer@jmfl.com
Contact Person: Ms. Prachee Dhuri
SEBI Registration Number: INM000010361

Place : Mumbai
Date : June 15, 2018

PRESSMAN

Size: 12 (w) x 40 (h)