May 16, 2018

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
BSE Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Fax No. 022 – 22723121
**Scrip Code: 532616**

**Subject:** **Recommendations of the Committee of Independent Directors on the Open Offer to the Shareholders of Xchanging Solutions Limited under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Recommendation Letter")**

**Reference:** **Open offer ("Open Offer") for acquisition of up to 2,36,49,767 fully paid-up equity shares of Xchanging Solutions Limited ("Target Company") having face value of Rs 10 (Rupees ten) each, representing 21.23% (twenty one point two three per cent) of the total voting share capital of the Target Company from the public shareholders of the Target Company by Xchanging Technology Services India Private Limited along with Computer Sciences Corporation India Private Limited and DXC Technology Company in their capacity as persons acting in concert with the Acquirer, under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations")**

Dear Sir,

Please find enclosed the recommendations of the Committee of Independent Directors on the Open Offer to the Public Shareholders of Xchanging Solutions Limited under Regulation 26(7) of SEBI (SAST) Regulations.

The Recommendation Letter has been published on May 16, 2018 in the same newspapers as the detailed public statement of the Open Offer was published in (i.e. all editions of Financial Express (English), all editions of Jansatta (Hindi), Mumbai edition of Navshakti (Marathi) and Bengaluru edition of Hosa Digantha (Kannada)).

Kindly take the above information on your records, and confirm receipt of the same.

Yours sincerely,
For and on behalf of **Xchanging Solutions Limited**

Mayank Jain
Company Secretary
Membership No: A26620

M/s Xchanging Solutions Limited

SJR I-Park, Plot 13, 14, 15, EPIP Industrial Area,
Phase I Whitefield, Bangalore 560 066, India

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

CIN: L72200KA2002PLC030072
Registered Office: SJR I-Park, Plot No. 13, 14, 15 EPIP Industrial Area, Phase 1, Whitefield, Bangalore, Karnataka - 560 066 India
**T** +91.(0)80.30540000
**F** +91.(0)80.41157394
**www.dxc.technology**

# XCHANGING SOLUTIONS LIMITED

**Registered Office:** SJR I-Park, Plot No. 13, 14, 15, EPIP Industrial Area, Phase I, Whitefield, Bangalore - 560 066
**CIN:** L72200KA2002PLC030072; **Tel.:** +91 80 3054 0000; **Fax:** +91 80 4115 7394;
**Email:** compliance@xchanging.com; **Website:** www.xchanging.com

**Recommendations of the Committee of Independent Directors ("IDC") on the Open Offer ("Open Offer" or "Offer") to the Public Shareholders of Xchanging Solutions Limited ("Target Company") by Xchanging Technology Services India Private Limited ("Acquirer") along 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") under Regulation 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations").**

| | | |
|---|---|---|
| 1. | **Date** | May 15, 2018 |
| 2. | **Name of the Target Company (TC)** | Xchanging Solutions Limited |
| 3. | **Details of the Offer pertaining to TC** | The Open Offer is being made by Acquirer along with PAC to the public shareholders of Target Company ("**Public Shareholders**") to acquire up to 2,36,49,767 equity shares of face value INR 10/- each, constituting 21.23% of the total voting share capital of the Target Company pursuant to Regulation 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.<br>The offer price is INR 55.22/- (Rupees fifty five and twenty two paise only) per fully paid up equity share of the Target Company ("**Offer Price**"), aggregating to INR 1,30,59,40,134/- (Indian Rupees one hundred and thirty crores fifty nine lacs forty thousand one hundred thirty four) assuming full acceptance, payable in cash. |
| 4. | **Name(s) of the Acquirer and PAC with the Acquirer** | **Acquirer:**·<br>• Xchanging Technology Services India Private Limited<br>**PAC with the Acquirer:**·<br>• Computer Sciences Corporation India Private Limited; and<br>• DXC Technology Company |
| 5. | **Name of the Manager to the offer** | JM Financial Limited*<br>7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India.<br>**Tel. No.:** +91 22 6630 3030, **Fax No.:** +91 22 6630 3330<br>**Email:** xchanging.openoffer@jmfl.com<br>**Contact Person:** Ms. Prachee Dhuri<br>**SEBI Registration Number:** INM000010361<br>**JM Financial Limited has become a SEBI registered Category I Merchant Banker consequent upon amalgamation of JM Financial Institutional Securities Limited with it effective from January 18, 2018* |
| 6. | **Members of the IDC ("IDC Members")** | 1. Mr. Ashok Kumar Ramanathan (Chairman of the IDC)<br>2. Mr. Henry D'Souza (Member of the IDC). |
| 7. | **IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any** | All the IDC Members are duly appointed independent directors of Target Company and do not hold any equity shares or other securities in the Target Company.<br>None of the IDC Members:<br>(i) have any relations with the other directors of the Target Company; or<br>(ii) are parties to any contracts or have any other relationship with the Target Company. |
| 8. | **Trading in the Equity shares/ other securities of the TC by IDC Members** | None of the IDC Members have traded in the shares of the Target Company during the 12 months prior to the date of the Public Announcement dated November 17, 2017. |
| 9. | **IDC Member's relationship with the Acquirer (Director, Equity shares owned, any other contract / relationship), if any** | None of the IDC Members:<br>(i) are directors of Acquirer or the PAC;<br>(ii) hold any equity shares or other securities of Acquirer or the PAC; or<br>(iii) are parties to any contracts or have any relationship with Acquirer or the PAC. |
| 10. | **Trading in the Equity shares/ other securities of the Acquirer by IDC Members** | None of IDC Members have ever traded in the shares/other securities of Acquirer or of the PAC. |
| 11. | **Recommendation on the Open offer, as to whether the offer is fair and reasonable** | 1. Offer Price is in accordance with the SEBI (SAST) Regulations.<br>2. The Open Offer is subject to the commercial and legal risks highlighted in the Letter of Offer dated May 8, 2018.<br>3. The closing market price of the equity shares of the Target Company on the National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") as of May 14, 2018 is INR 57.30 per equity share and INR 56.95 per equity share, respectively, which are higher than the Offer Price.<br>4. However, the Public Shareholders are advised to independently evaluate the Offer Price and take an informed decision before offering their equity shares in the Open Offer. |
| 12. | **Summary of reasons for recommendation** | IDC has reviewed the Public Announcement ("**PA**") dated November 17, 2017, Detailed Public Statement ("**DPS**") dated November 24, 2017, Draft Letter of Offer dated November 30, 2017, Corrigendum to the DPS dated May 8, 2018, and the Letter of Offer dated May 8, 2018 in connection with the Open Offer made by the Acquirer and PAC under SEBI (SAST) Regulations. The IDC notes that:<br>(i) The Offer is a mandatory open offer being made by the Acquirer and PAC to the Public Shareholders pursuant to Regulations 3(1), 4, and 5(1) of the SEBI (SAST) Regulations.<br>(ii) The Offer is being made on account of the Merger Agreement dated May 24, 2016 (which was further amended on November 2, 2016 and December 6, 2016) entered into *inter alia* between Hewlett Packard Enterprise Company, Computer Sciences Corporation and PAC 2 ("**Merger Agreement**"). The transactions contemplated under the Merger Agreement were completed on April 1, 2017.<br>(iii) At the time of Merger Agreement, the equity shares of the Target Company were infrequently traded in terms of SEBI (SAST) Regulations. In such case, SEBI (SAST) Regulations require the Acquirer and PAC and the manager to the offer to determine the offer price based on customary valuation parameters. In this case, the price was determined to be INR 48.00 per equity share of the Target Company at the time of PA.<br>(iv) The Offer Price has been revised to INR 55.22 per equity share (after adding interest in terms of Regulation 8(12) of the SEBI (SAST) Regulations).<br>(v) The closing market price of the equity shares of the Target Company on NSE and BSE as of May 14, 2018 is INR 57.30 per equity share and INR 56.95 per equity share, respectively, which are higher than the Offer Price.<br>Based on the above, the IDC is of the opinion that the Offer Price of INR 55.22 offered by the Acquirer and the PAC has been determined in accordance with the SEBI (SAST) Regulations.<br>However, the Public Shareholders are advised to independently evaluate the Offer Price and take an informed decision before offering their equity shares in the Open Offer. |
| 13. | **Details of Independent Advisors, if any** | None |
| 14. | **Any other matter(s) to be highlighted** | None |

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations.

For and on behalf of the Committee of Independent Directors of
**Xchanging Solutions Limited**

Place : Bengaluru
Date : May 15, 2018

Ashok Kumar Ramanathan
(Chairman)

PRESSMAN

Size: 12 (w) X 43 (h)