



May 5, 2016

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001
Tel: +91 22 22721233/4
Fax: +91 22 22721919
Email: corp.relations@bseindia.com

The Manager
Listing Department
National Stock Exchange of India Limited
5th Floor, Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400051
Tel: +91 22 26598100
Fax: +91 2226598120
Email: cmlist@nse.co.in

The Compliance Officer/Company Secretary
Xchanging Solutions Limited
SJR – I Park, Plot No. 13, 14, 15
EPIP Industrial Area
Phase 1 Whitefield Road
Bangalore – 560 066
Tel: +91 80 30540000
Fax: +91 80 41157394
Email: compliance@asia.xchanging.com

Dear Sir/Madam,

Sub: Disclosure under regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI (SAST) Regulations) on completion of the underlying transaction in relation to the mandatory indirect open offer under regulations 3, 4(1) and 5 of the SEBI (SAST) Regulations made by CSC Computer Sciences International Operations Limited (Acquirer) along with Computer Sciences Corporation, CSC Technologies India Private Limited and Computer Sciences Corporation India Private Limited as persons acting in concert (PACs), pursuant to public announcement dated December 15, 2015 and corrigendum to the public announcement dated January 28, 2016 to the public shareholders of Xchanging Solutions Limited

Please find attached the captioned.

Request you to kindly disseminate this information as required.

On behalf of **CSC Computer Sciences International Operations Limited,**

Name: H.C. Charles Diao

Designation: Vice President, Finance & Corporate Treasurer, Computer Sciences Corporation



Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI (SAST) Regulations)

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Xchanging Solutions Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Acquirer: CSC Computer Sciences International Operations Limited PACs: Computer Sciences Corporation, CSC Technologies India Private Limited and Computer Sciences Corporation India Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	Pursuant to completion of the Overseas Offer (as defined below), the Acquirer and PACs have been added to the Promoter/Promoter Group of the Target Company		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	Nil	Nil	Nil
Details of acquisition			
a) Shares carrying voting rights acquired	Nil ^(#)	Nil ^(#)	Nil ^(#)
b) VRs acquired otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil

e) Total (a+b+c+/-d)	Nil	Nil	Nil
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	Nil ^(#)	Nil ^(#)	Nil ^(#)
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
e) Total (a+b+c+d)	Nil	Nil	Nil
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Completion of the Overseas Offer (defined below) ^{(#)(#)}		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	-		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	May 5, 2016 i.e. the date of the completion of the Overseas Offer		
Equity share capital / total voting capital of the TC before the said acquisition	111,403,716 fully paid up equity shares of INR 10 each aggregating to INR 1,114,037,160		
Equity share capital/ total voting capital of the TC after the said acquisition	111,403,716 fully paid up equity shares of INR 10 each aggregating to INR 1,114,037,160		
Total diluted share/voting capital of the TC after the said acquisition	111,403,716 fully paid up equity shares of INR 10 each aggregating to INR 1,114,037,160		

(#) The Acquirer and PACs have not directly acquired any shares in the Target Company as on the date of this disclosure.

(##) The Acquirer has launched an open offer in accordance with Regulations 3, 4 and 5(1) of the SEBI (SAST) Regulations by way of a public announcement dated December 15, 2015 (PA) (and corrigendum to such public announcement dated January 28, 2016) for the acquisition of up to 27,850,929 fully paid-up equity shares of face value of INR 10 (Indian Rupees Ten) each, representing 25% of the fully diluted voting equity share capital of the Target Company along with PACs in accordance with SEBI (SAST) Regulations. As stated at paragraph 2.1 of the PA, on December 9, 2015, the boards of directors of Xchanging plc and the Acquirer announced that they had reached an agreement on the terms of a unanimously recommended cash offer under which the Acquirer would offer to acquire the entire issued and to be issued share capital of Xchanging (Overseas Offer) which in-turn triggered an indirect open offer in respect of the Target Company under the SEBI (SAST) Regulations. The Overseas Offer has now completed and became wholly unconditional on May 5, 2016, as a result of which (and as stated in paragraph 2.2 of the PA), the Acquirer now indirectly exercises control over the voting rights in respect of 83,552,787 equity shares with a face value of INR 10 each of the Target Company (comprising 75% of the equity share capital of the Target Company) by owning 100% of the equity share capital of Xchanging (Mauritius) Limited and Xchanging Technology Services India Private Limited, the existing promoters of the Target Company. Further details in respect of the indirect acquisition of the Target Company by the Acquirer and PACs will be made available in the detailed public statement which will be published in accordance with the proviso to Regulation 13(4) of the SEBI (SAST) Regulations.

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.



(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the Acquirer / Authorised Signatory

A handwritten signature in black ink, appearing to be "C. L. ...", written over a dotted line.

Date: May 5, 2016

Place: McLean Virginia



Signature of the Acquirer / Authorised Signatory

A handwritten signature in black ink, appearing to read "Chandra", written over a dotted line.

Date: May 5, 2016

Place: McLean Virginia