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Date: 6th May, 2016

To,
The Assistant Vice President
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (E), Mumbai- 400051

The Deputy General Manager
BSE Limited
Corporate Relationship Department
P.J. Towers, 1st Floor
Dalal Street, Fort
Mumbai – 400 001
Script Code: 532616

Ref: Script Name: XCHANGING

Dear Sir,

Sub: Notice of Intimation of Board Meeting of Xchanging Solutions Limited (“Company”) to be held on 11th May, 2016 in compliance with Regulation 29 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Regulation 8(1A)(i) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (“Delisting Regulations”)

Re: Consideration of proposal for voluntary delisting of the Company’s equity shares

In terms of the Listing Regulations and Delisting Regulations, we wish to inform you that:

- 1) CSC Computer Sciences International Operations Limited (“Acquirer”) along with Computer Sciences Corporation (“CSC”), CSC Technologies India Private Limited (“CSC India”) and Computer Sciences Corporation India Private Limited (“CSC IPL”) (CSC, CSC India and CSC IPL are collectively referred to as “PACs”) has launched an indirect open offer (“Open Offer”) for the acquisition of up to 27,850,929 fully paid-up equity shares with a face value of INR 10 (Indian Rupees Ten) each, representing 25% of the fully diluted voting equity share capital of the Company in accordance with Regulation 3, 4 and 5(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“SEBI (SAST) Regulations”) by way of a public announcement dated December 15, 2015 (and corrigendum to the public announcement dated January 28, 2016). By way of background, 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 the mandatory indirect open offer in respect of the Target Company under the SEBI (SAST) Regulations mentioned above. The Overseas Offer has been completed and become wholly unconditional on 5th May, 2016, as a result of which, 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).

For Xchanging Solutions Limited

Mayerink Jain
Company Secretary

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- 2) Further, the Company has received a letter dated 5th May, 2016, from the Acquirer and the PACs, expressing their intention to launch an offer to voluntarily delist the Company's equity shares from BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") by acquiring all equity shares held by the public shareholders of the Company in accordance with Regulation 5A of the SEBI (SAST) Regulations read with the Delisting Regulations and other applicable provisions of law ("**Delisting Offer**").

As per the Delisting Regulations, the Delisting Offer is required to be approved by the board of directors of the Company only after obtaining due diligence report from a merchant banker registered with Securities and Exchange Bank of India ("**SEBI**") appointed for the said purpose.

In light of the aforesaid, kindly be informed that a meeting of the board of directors of the Company will be held on 11th May, 2016 to inter alia:

- (i) consider the proposed Delisting Offer and any other matters incidental thereto;
- (ii) consider appointment of a SEBI registered merchant banker for carrying out due diligence in terms of the regulation 8(1A) (ii) of the Delisting Regulations;
- (iii) obtain from NSE and BSE, the details of trading in shares of the Company for a period of 2 (two) years prior to the date of board meeting by top 25 (twenty five) shareholders as on the date of the board meeting convened and details of off-market transactions of such shareholders for a period of 2 (two) years and furnish the same to the SEBI registered merchant banker appointed by the Company for carrying out due diligence in terms of the regulation 8(1A) (ii) of the Delisting Regulations;
- (iv) consider the proposed Delisting Offer after taking into account the due diligence report obtained from the SEBI registered merchant banker in terms of regulation 8(1C) of the Delisting Regulations.

Kindly note this letter is intended to serve as compliance for the purposes of Regulation 29, Regulation 30 and other applicable provisions of the Listing Regulations and Regulation 8(1A)(i) of the Delisting Regulations.

We request you to take the same on record.

Yours faithfully,

For Xchanging Solutions Limited,

Mayank Jain
Mayank Jain

(Company Secretary)

Membership No: - A26620

