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XSL/SE/2012

Oct 25, 2012

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

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

Dear Sir,

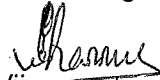
Sub: Disclosure under Reg. 13(6) of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and SEBI (SAST) Regulations, 2011.

In pursuance of the Offer for Sale of shares made by Xchanging (Mauritius) Limited in respect of shares held by it in our Company, there has been a change in the share holding of Xchanging (Mauritius) Limited and accordingly the details of change in the share holding of Xchanging (Mauritius) Limited in our Company have been provided in the forms prescribed under respective Regulations.

We are attaching herewith copies of the disclosure forms received by Xchanging (Mauritius) Limited, showing the details of change in the share holding for your information.

Thanking you,

Yours faithfully,
for Xchanging Solutions Limited


Vijayamahantesh V. Khannur
Company Secretary

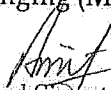
Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	Xchanging Solutions Limited		
2. Name(s) of the Seller and Persons Acting in Concert (PAC) with the seller	Xchanging (Mauritius) Limited		
3. Whether the Seller belongs to Promoter/Promoter Group	Yes		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Ltd National Stock Exchange of India Limited		
5. Details of the acquisition / disposal/holding of shares/ voting rights/ holding of the Seller and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition/disposal under consideration, holding of:			
a) Shares carrying voting rights	84,239,164	75.62%	75.62%
b) Voting rights (VR) otherwise than by shares	-	-	-
c) Warrants/convertible securities/ any other instrument that entitles the seller to sale shares carrying voting rights in the TC (specify holding in each category)	-	-	-
Total (a+b+c)	84,239,164	75.62%	75.62%
Details of acquisition/sale			
a) Shares carrying voting rights sold	686,377	0.62%	0.62%
b) VRs acquired/sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/ any other instrument that entitles the seller to sale shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
Total (a+b+c)	686,377	0.62%	0.62%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	83,552,787	75.00%	75.00%
b) VRs otherwise than by shares	-	-	-
c) Warrants/convertible securities/ any other instrument that entitles the	-	-	-

seller to sale shares carrying voting rights in the TC (specify holding in each category) after sale			
Total (a+b+c)	83,552,787	75.00%	75.00%
6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	By way of Offer for Sale through BSE Ltd		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	October 23, 2012		
8. Equity share capital / total voting capital of the TC before the said acquisition / sale	111,403,716 shares of Rs. 10 each		
9. Equity share capital/ total voting capital of the TC after the said acquisition / sale	111,403,716 shares of Rs. 10 each		
10. Total diluted share/voting capital of the TC after the said acquisition / sale.	111,403,716 shares of Rs. 10 each		

(*) 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.

For Xchanging (Mauritius) Limited


Authorized Signatory

Place: Mauritius

Date: 25 October 2012

FORM D

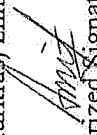
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulations 13(4), 13(4A) and 13(6)]

Regulation 13(4A) - Details of change in shareholding of Promoter or part of promoter group of Xchanging Solutions Limited

Name, PAN No. & Address of Promoter	No. & % of shares/voting rights held by the Promoter	Date of receipt of allotment advice/assignment of sale of shares/voting rights	Date of intimation to company	Mode of acquisition/ sale (market purchase/public right s/preferential offer etc.)	No. & % of shares/post acquisition/voting rights sale	Trading member through whom the trade was executed with SEBI Registrati on no. of the TM	Excha nge on which the trade was execut ed	Buy quant ity	Buy val ue	Sell quanti ty	Sell value
Xchanging (Mauritius) Limited, PAN: AAACX06 60L c/o Abax Corporate Services Ltd 6th Floor, Tower A 1 Cyber City Ebene Mauritius	84,239,164 shares constituting 75.62% paid up share capital	October 23, 2012	October 25, 2012	Sale in market through Offer for Sale Mechanism pursuant to SEBI Circular No.: CIR/MRD/DP/ 18 /2012 dated July 18, 2012, as amended from time to time	83,552,787 shares constituting 75% paid up share capital	Hem Securities Limited SEBI registration No: INB 011069953	BSE	NA	NA	686,377 shares	Rs. 8,737,579/-

Place: Mauritius
Date: October 25, 2012

For Xchanging (Mauritius) Limited


Authorized Signatory

FORM D
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulations 13(4), 13(4A) and 13(6)]

Regulation 13(6) – Details of change in shareholding of Promoter or part of promoter group of Xchanging Solutions Limited

Name, PAN No. & Address of Promoter	No. & % of shares/voting rights held by the Promoter	Date of receipt of allotment advice/acceptance of shares/voting rights	Date of intimation to company	Mode of acquisition/ sale purchase/public right s/preferential offer etc.)	No. & % of shares/post acquisition/voting rights sale	Trading member through whom the trade was executed with SEBI Registrant on no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value
Xchanging (Mauritius) Limited, PAN: AAACX06 60L c/o Abax Corporate Services Ltd 6th Floor, Tower A 1 Cyber City Ebene Mauritius	84,239,164 shares constituting 75.62% paid up share capital	October 23, 2012	October 25, 2012	Sale in market through Offer for Sale through Stock Mechanism pursuant to SEBI Circular No.: CIR/MRD/DP/ 18 /2012 dated July 18, 2012, as amended from time to time	83,552,787 shares constituting 75% paid up share capital	Hem Securities Limited SEBI registration No: INB 01106995 3	BSE	NA	NA	686,377 shares	Rs. 8,73 7,57 9/-

Place: Bangalore
Date: October 25, 2012

For Xchanging Solutions Limited

Authorized Signatory
