PUBLIC ANNOUNCEMENT OF FAILURE OF THE DELISTING OFFER AND UPDATE ON THE OPEN OFFER
FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

XCHANGING SOLUTIONS LIMITED

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This public announcement ("**Announcement**") of failure of the Delisting Offer (as defined below) and update on the open offer ("**Open Offer**") under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**SEBI (SAST) Regulations**") is being issued by 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**"), in their capacity as the persons acting in concert with the Acquirer, to the public shareholders ("**Public Shareholders**") of Xchanging Solutions Limited ("**Company**"), in connection with the proposed acquisition and delisting of the fully paid-up equity shares of the Company ("**Delisting Offer**") currently not held by the Acquirer and the PACs, being 27,850,929 shares representing 25% (twenty five per cent) of the Company's equity share capital ("**Equity Shares**") from BSE Limited (the "**BSE**") and National Stock Exchange of India Limited (the "**NSE**", and together with the BSE, the "**Stock Exchanges**") pursuant to Regulation 5A(2) of the SEBI (SAST) Regulations read with Regulation 18 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended ("**Delisting Regulations**"). This Announcement is in continuation of, and should be read in conjunction with, the open offer public announcement dated December 15, 2015 ("**Open Offer Public Announcement**"), corrigendum to the Open Offer Public Announcement dated January 28, 2016 ("**Corrigendum**"), detailed public statement published on May 12, 2016 ("**DPS**"), delisting public announcement published on August 8, 2016 ("**Delisting Public Announcement**") and the delisting offer letter dated August 8, 2016 ("**Delisting Offer Letter**").

The Acquirer and the PACs issued the Delisting Public Announcement seeking to acquire, in accordance with the Delisting Regulations and on the terms and conditions set out therein and in the Offer Letter, 27,850,929 Equity Shares representing the balance 25.00% of the paid-up equity share capital of the Company. The Public Shareholders were invited to tender their Equity Shares ("**Bids**") by submitting their Bids in the book building process through the stock exchange mechanism pursuant to the SEBI circular dated April 13, 2015. This period commenced on August 19, 2016 and closed on August 25, 2016 ("**Bid Period**") in accordance with the Delisting Regulations. This Announcement is being issued to announce the results of the Delisting Offer in terms of Regulation 18 of the Delisting Regulations and Regulation 5A(2) of the SEBI (SAST) Regulations.

I. DISCOVERED PRICE

Following the expiry of the Bid Period and the thresholds specified under Regulation 17(a) read with the explanation to Regulation 17(a) of the Delisting Regulations being met, the offer price discovered in terms of Regulation 15(1) read with Schedule II of the Delisting Regulations ("**Discovered Price**") is INR 109/- (Indian Rupees One Hundred Nine only) per Equity Share.

II. FAILURE OF THE DELISTING OFFER

1. The Acquirer and the PACs have decided to reject the Discovered Price of INR 109/- (Indian Rupees One Hundred Nine only) per Equity Share and therefore the Delisting Offer is deemed to have failed in terms of Regulation 19(1) of the Delisting Regulations.
2. Accordingly, the Acquirer and the PACs will not acquire any Equity Shares tendered by the Public Shareholders in the Delisting Offer and the Equity Shares of the Company will continue to remain listed on the Stock Exchanges.
3. In accordance with the proviso to Regulation 19(2)(a) read with Regulation 5A(5) of the SEBI (SAST) Regulations, the Acquirer and the PACs shall not be required to return such Equity Shares to the Public Shareholders and consider such Equity Shares for purposes of the Open Offer, if the same are not withdrawn by the respective Public Shareholders by September 19, 2016.
4. Further, no final application shall be made by the Acquirer and the PACs to the Stock Exchanges for delisting the Equity Shares in terms of Regulation 19(2)(b) of the Delisting Regulations.
5. In terms of Regulation 5A(3) read with Regulation 16 of the SEBI (SAST) Regulations, the Acquirer and the PACs through the Manager, shall **(a)** within 5 (five) working days from the date of this Announcement, file a draft letter of offer for the Open Offer with SEBI and **(b)** enhance the offer price by an amount equal to a sum determined at the rate of 10% (ten per cent.) per annum for the period between the scheduled date of payment of consideration (i.e. July 25, 2016) and the revised date of payment of consideration to the Public Shareholders in terms of the proviso to Regulation 5A(3) of the SEBI (SAST) Regulations, and comply with all other applicable provisions of the SEBI (SAST) Regulations.
6. Accordingly, the open offer price is revised to **INR 40.51** (Indian Rupees Forty and Fifty One Paise only) (from INR 39.23 (Indian Rupees Thirty Nine and Twenty Three Paise only) as stated in the DPS) which includes an enhancement of INR 1.28 (Indian Rupees One and Twenty Eight Paise only) per share i.e. 10% (ten per cent.) per annum for the period between July 25, 2016 and the revised date of payment of consideration to the Public Shareholders i.e. November 21, 2016.
7. The revised maximum consideration payable under the Open Offer, assuming full acceptance, is INR 1,128,241,133.79 (Indian Rupees One Billion, One Hundred Twenty Eight Million, Two Hundred Forty One Thousand, One Hundred Thirty Three and Seventy Nine Paise only) ("**Maximum Consideration**").
8. Further to details mentioned in clause 5.3 of the DPS, the Acquirer and the PACs have deposited additional funds in the Escrow Account such that the cash deposited in the Escrow Account is 100% (one hundred per cent) of the revised Maximum Consideration. The cash deposited has been confirmed by way of confirmation letters dated May 5, 2016, May 6, 2016 and August 30, 2016 issued by the Escrow Bank.
9. MZSK & Associates, Chartered Accountants, having its office at Level 9, The Ruby, North West Wing, Senapati Bapat Road, Dadar (W), Mumbai 400028, India, Tel: +91 22 2439 3600, Fax: +91 22 2439 3700 (Mr. Rajesh Thakkar, Membership No: 103085), have confirmed, by way of their certificate dated August 30, 2016, that the Acquirer/PACs have adequate financial resources through verifiable means available for meeting their obligations under the SEBI (SAST) Regulations for a value up to the revised Maximum Consideration.
10. Public Shareholders who have tendered their Equity Shares in acceptance of the Delisting Offer shall be entitled to withdraw such tendered Equity Shares within a 10 (ten) working day period following the date of this Announcement, in terms of Regulation 5A(5) of the SEBI (SAST) Regulations (i.e. on any date from and including **September 2, 2016** up to and including **September 19, 2016**) (the "**Withdrawal Period**"). Public Shareholders who wish to withdraw such tendered Equity Shares would have to do so through the same broker/seller member who placed their Bids in the Delisting Offer and ask the broker/seller member to withdraw their respective Bids. Upon withdrawing the Bid, the broker/seller member shall provide a Transaction Registration Slip ("**TRS**") generated by the exchange bidding system to the Public Shareholder confirming such withdrawal. For Public Shareholders who have tendered their Equity Shares in physical form, the broker/seller member is required to send the TRS to Karvy Computershare Private Limited ("**Registrar**"). On valid withdrawal of the Bid and receipt of a TRS by the Registrar, the Registrar shall dispatch the physical share certificate(s) to the respective broker/seller member(s) post completion of the Withdrawal Period.
11. In accordance with the proviso to Regulation 19(2)(a) of the Delisting Regulations, in the event that a Public Shareholder of the Company does not withdraw the tendered Equity Shares within the Withdrawal Period, the Acquirer and the PACs shall not be required to return such Equity Shares to the Public Shareholders. The tendered Equity Shares that are not withdrawn within the Withdrawal Period shall be transferred to the designated Open Offer special account of the clearing corporation specifically created for the tendering process of the Open Offer and such Equity Shares shall not be available for withdrawal post September 19, 2016. The settlement in respect of such non-withdrawn Equity Shares shall be made at the same time and on the same terms as the settlement for all other Equity Shares tendered during the tendering period of the Open Offer. Accordingly, any payment or return of the unaccepted non-withdrawn Equity Shares shall be completed, tentatively, by November 21, 2016.
12. In terms of Regulation 5A(6) of the SEBI (SAST) Regulations, the Public Shareholders of the Company who have not tendered their Equity Shares in the Delisting Offer shall be entitled to tender their Equity Shares during the tendering period in the Open Offer.
13. The revised tentative schedule of activities under the Open Offer is set out below.

Activity	Schedule (date and day)
Date of the Public Announcement	December 15, 2015 (Tuesday)
Date of the Corrigendum to the Public Announcement	January 28, 2016, (Thursday)
Date of publication of the Detailed Public Statement encapsulating intention to delist under regulation 5A of the SEBI (SAST) Regulations	May 12, 2016 (Thursday)
Last date for competing offer	June 2, 2016 (Thursday)
Public announcement of failure of the delisting offer and update on the open offer	September 1, 2016 (Thursday)
Commencement of period for withdrawal of Equity Shares tendered in Delisting Offer	September 2, 2016 (Friday)
Filing of the Open Offer draft letter of offer with SEBI	September 9, 2016 (Friday)
Closure of period for withdrawal of Equity Shares tendered in Delisting Offer	September 19, 2016 (Monday)
Last date for SEBI observations on the Open Offer draft letter of offer (in the event SEBI has not sought clarifications or additional information from the Manager)	October 3, 2016 (Monday)
Identified Date*	October 5, 2016 (Wednesday)
Last date by which the Open Offer letter of offer is required to be dispatched to the Public Shareholders	October 14, 2016 (Friday)
Last date for upward revision of the Open Offer offer price/offer size	October 18, 2016 (Tuesday)
Last date by which the committee of the independent directors of the Company are required to give recommendation(s) in respect of the Open Offer (date of publication of recommendation)	October 19, 2016 (Wednesday)
Date of publication of the Open Offer opening announcement	October 20, 2016 (Thursday)
Date of commencement of tendering period (Open Offer opening date)	October 21, 2016 (Friday)
Date of expiry of tendering period (Open Offer closing date)	November 4, 2016 (Friday)
Last day of payment to the Public Shareholders whose Equity Shares have been accepted in the Open Offer	November 21, 2016 (Monday)
Last date for publication of post-Open Offer announcement	November 28, 2016 (Monday)
Last date for submission of the final report with SEBI	November 28, 2016 (Monday)

**The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Open Offer letter of offer would be posted. It is clarified that all the Public Shareholders (registered or unregistered) of the Company are eligible to participate in the Open Offer at any time prior to the expiry of the tendering period.*

14. All other terms and conditions of the Open Offer Public Announcement, Corrigendum, DPS, Delisting Public Announcement and the Delisting Offer Letter remain unchanged. This Announcement is issued on behalf of the Acquirer by the Manager to the Delisting Offer in terms of Regulation 18 of the Delisting Regulations and Regulation 5A(2) of the SEBI (SAST) Regulations.

ALL QUERIES MAY BE DIRECTED TO THE MANAGER OR THE REGISTRAR.

REGISTRAR:

KARVY Computershare

KARVY COMPUTERSHARE PRIVATE LIMITED
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Tel.: +91 40 3321 5130; **Fax:** +91 40 2343 1551
Email: murali.m@karvy.com
Contact Person: M. Murali Krishna/Williams R

MANAGER:

kotak® Investment Banking

KOTAK MAHINDRA CAPITAL COMPANY LIMITED
27 BKC, 1st Floor, Plot No. C-27, "G" Block
Bandra Kurla Complex Bandra (East), Mumbai - 400 051
Tel.: +91 22 4336 0128; **Fax:** +91 22 6713 2446
Email: project.xchangingoffer@kotak.com
Contact Person: Mr. Ganesh Rane

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Sd/- Name: H.C. Charles Diao Designation: Authorised Signatory	Sd/- Name: H.C. Charles Diao Designation: Authorised Signatory
Sd/- Name: William Deckelman Designation: Authorised Signatory	Sd/- Name: William Deckelman Designation: Authorised Signatory
Computer Sciences Corporation India Private Limited	**CSC Technologies India Private Limited**
Address: 7th Floor, Block 1B, DLF IT Park, Sivaji Garden, Chennai – 600089, Tamil Nadu	Address: Level 2, Agnitio Tech Park, 141, Kandanchavadi, Near Perungudi, OMR, Chennai - 600 096, Tamil Nadu
Sd/- Name: Sreekanth Arimanithaya Krishnan Designation: Managing Director	Sd/- Name: Sreekanth Arimanithaya Krishnan Designation: Director
Sd/- Name: V Srinivasa Raghavan Designation: Director	Sd/- Name: V Srinivasa Raghavan Designation: Director
Sd/- Name: S Swaminathan Designation: Company Secretary	Sd/- Name: Sailaja Balasubramaniyan Designation: Company Secretary

Date : September 1, 2016
Place : Mumbai

PRESSMAN

Size: 24(w) x 40(h)