

June 13, 2018

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

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
NSE Symbol: XCHANGING

The Compliance Officer &
Company Secretary
Xchanging Solutions Limited
SJR I – Park, Plot No. 13, 14, 15,
EPIP Industrial Area, Phase I,
Whitefield, Bengaluru – 560066

Xchanging Technology Services India
Private Limited, a DXC Technology
Company

CIN: U72200DL1998PTC092908
Registered Office: Rectangle-I, D-4, District
Centre, Saket, New Delhi - 110 019, India
T +91.(0)124.4339333
F +91.(0)124.4080995
www.dxc.technology

271, Udyog Vihar, Phase-II,
Gurgaon-122016
T +91 124 4339333
F +91 124 4080995

Subject: Disclosure under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

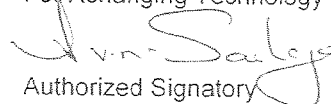
Dear Sir(s),

Please see enclosed the disclosure in accordance with the requirements under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

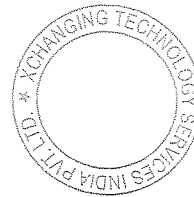
Kindly take the same on record and acknowledge receipt.

Thanking You,
Yours Sincerely

For Xchanging Technology Services India Private Limited


Authorized Signatory
Name: Sailaja Balasubramaniyan
Designation: Authorised Signatory
Place: Chennai

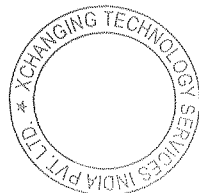
Encl: a/a



Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations")

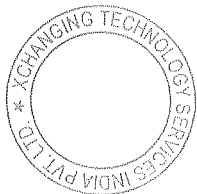
Name of the Target Company (TC)	Xchanging Solutions Limited (the "Company")		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<u>Acquirer:</u> Xchanging Technology Services India Private Limited (the "Acquirer"). <u>PACs:</u> (a) Computer Sciences Corporation India Private Limited ("PAC 1"). (b) DXC Technology Company ("PAC 2"). <u>Other members of the Promoter/Promoter Group:</u> (a) DXC Technology India Private Limited ("DTIPL"). (b) Xchanging (Mauritius) Limited ("XML").		
Whether the acquirer belongs to Promoter/Promoter group	Yes. The Acquirer, PAC 1, PAC 2, DTIPL and XML are members of the Promoter/Promoter Group of the Company.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(a) BSE Limited. (b) National Stock Exchange of India Limited.		
Details of the acquisition /disposal 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:			
(a) Shares carrying voting rights	<u>Acquirer:</u> 2,55,50,000 equity shares of the Company. <u>PAC 1:</u> Nil direct holding.	<u>Acquirer:</u> 22.93% of the equity share capital of the Company. <u>PAC 1:</u> Nil direct holding.	<u>Acquirer:</u> 22.93% of the equity share capital of the Company. <u>PAC 1:</u> Nil direct holding.

[Handwritten Signature]



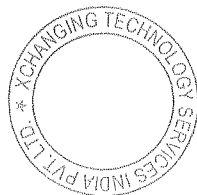
	<u>PAC 2:</u> Nil direct holding. <u>DTIPL:</u> 42,01,162. <u>XML:</u> 5,80,02,787. <u>Total Promoter/Promoter Group:</u> 8,77,53,949 equity shares of the Company.	<u>PAC 2:</u> Nil direct holding. <u>DTIPL:</u> 3.77%. <u>XML:</u> 52.07%. <u>Total Promoter/Promoter Group:</u> 78.77% of the equity share capital of the Company.	<u>PAC 2:</u> Nil direct holding. <u>DTIPL:</u> 3.77%. <u>XML:</u> 52.07%. <u>Total Promoter/Promoter Group:</u> 78.77% of the equity share capital of the Company.
(b) Shares in the nature of encumbrance (pledge/ lien/ non disposal undertaking/ others).	-	-	-
(c) Voting rights (VR) otherwise than by shares.	-	-	-
(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category).	-	-	-
(e) Total (a+b+c+d).	<u>Acquirer:</u> 2,55,50,000 equity shares of the Company. <u>PAC 1:</u> Nil direct holding. <u>PAC 2:</u> Nil direct holding. <u>DTIPL:</u> 42,01,162. <u>XML:</u> 5,80,02,787. <u>Total Promoter/Promoter Group:</u> 8,77,53,949 equity shares of the Company.	<u>Acquirer:</u> 22.93% of the equity share capital of the Company. <u>PAC 1:</u> Nil direct holding. <u>PAC 2:</u> Nil direct holding. <u>DTIPL:</u> 3.77%. <u>XML:</u> 52.07%. <u>Total Promoter/Promoter Group:</u> 78.77% of the equity share capital of the Company.	<u>Acquirer:</u> 22.93% of the equity share capital of the Company. <u>PAC 1:</u> Nil direct holding. <u>PAC 2:</u> Nil direct holding. <u>DTIPL:</u> 3.77%. <u>XML:</u> 52.07%. <u>Total Promoter/Promoter Group:</u> 78.77% of the equity share capital of the Company.

Arvind Salga



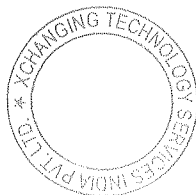
Details of acquisition/sale			
(a) Shares carrying voting rights acquired/sold	1,33,58,299 equity	11.99% of the equity	11.99% of the equity
(b) VRs acquired/sold otherwise than by shares	shares of the Company	share capital of the	share capital of the
(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	directly acquired by the Acquirer on June 11, 2018.	Company directly acquired by the Acquirer on June 11, 2018.	Company directly acquired by the Acquirer on June 11, 2018.
(d) Shares encumbered / invoked / released by the acquirer	40,000 equity shares of the Company directly acquired by the Acquirer on June 13, 2018.	0.04% of the equity share capital of the Company directly acquired by the Acquirer on June 13, 2018.	0.04% of the equity share capital of the Company directly acquired by the Acquirer on June 13, 2018.
(e) Total (a+b+c+/-d) ⁱ	1,33,98,299 equity shares of the Company, being the sum of the equity shares of the Company directly acquired by the Acquirer on June 11, 2018 and June 13, 2018.	12.03% of the equity share capital of the Company, being the total equity share capital of the Company directly acquired by the Acquirer pursuant to acquisitions on June 11, 2018 and June 13, 2018.	12.03% of the equity share capital of the Company, being the total equity share capital of the Company directly acquired by the Acquirer pursuant to acquisitions on June 11, 2018 and June 13, 2018.
After the acquisition/sale, holding of:			
(a) Shares carrying voting rights.	<u>Acquirer:</u> 3,89,48,299 equity shares of the Company. <u>PAC I:</u> Nil direct holding.	<u>Acquirer:</u> 34.96% of the equity share capital of the Company. <u>PAC I:</u> Nil direct holding.	<u>Acquirer:</u> 34.96% of the equity share capital of the Company. <u>PAC I:</u> Nil direct holding.

Anil Salga



	<u>PAC 2:</u> Nil direct holding. <u>DTIPL:</u> 42,01,162. <u>XML:</u> 5,80,02,787. <u>Total Promoter/Promoter Group:</u> 10,11,52,248 equity shares of the Company.	<u>PAC 2:</u> Nil direct holding. <u>DTIPL:</u> 3.77%. <u>XML:</u> 52.07%. <u>Total Promoter/Promoter Group:</u> 90.80% of the equity share capital of the Company.	<u>PAC 2:</u> Nil direct holding. <u>DTIPL:</u> 3.77%. <u>XML:</u> 52.07%. <u>Total Promoter/Promoter Group:</u> 90.80% of the equity share capital of the Company.
(b) Shares encumbered with the acquirer.	-	-	-
(c) VRs otherwise than by shares.	-	-	-
(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) after acquisition	-	-	-
(e) Total (a+b+c+d)	<u>Acquirer:</u> 3,89,48,299 equity shares of the Company. <u>PAC 1:</u> Nil direct holding. <u>PAC 2:</u> Nil direct holding. <u>DTIPL:</u> 42,01,162. <u>XML:</u> 5,80,02,787. <u>Total Promoter/Promoter Group:</u> 10,11,52,248 equity shares of the Company.	<u>Acquirer:</u> 34.96% of the equity share capital of the Company. <u>PAC 1:</u> Nil direct holding. <u>PAC 2:</u> Nil direct holding. <u>DTIPL:</u> 3.77%. <u>XML:</u> 52.07%. <u>Total Promoter/Promoter Group:</u> 90.80% of the equity share capital of the Company.	<u>Acquirer:</u> 34.96% of the equity share capital of the Company. <u>PAC 1:</u> Nil direct holding. <u>PAC 2:</u> Nil direct holding. <u>DTIPL:</u> 3.77%. <u>XML:</u> 52.07%. <u>Total Promoter/Promoter Group:</u> 90.80% of the equity share capital of the Company.

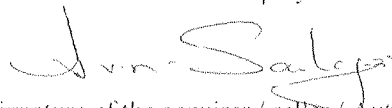
Sh. S. S. S.



Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Acquisition by the Acquirer of shares tendered by the public shareholders of the Company pursuant to an open offer in terms of the SEBI Takeover Regulations.
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	June 11, 2018 and June 13.
Equity share capital / total voting capital of the TC before the said acquisition / sale	INR. 1,11,40,37,160 divided into 11,14,03,716 equity shares of face value INR. 10 each.
Equity share capital/ total voting capital of the TC after the said acquisition / sale	INR. 1,11,40,37,160 divided into 11,14,03,716 equity shares of face value INR. 10 each.
Total diluted share/voting capital of the TC after the said acquisition	INR. 1,11,40,37,160 divided into 11,14,03,716 equity shares of face value INR. 10 each.

(*) 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 / seller~~ Authorised Signatory
Name: Sailaja Balasubramanian
Place: Chennai
Date: June 13, 2018

