



May 5, 2016

**The Secretary
BSE Limited**

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Mumbai – 400001
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Email: corp.relations@bseindia.com

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

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 22 26598120
Email: cmlist@nse.co.in

Dear Sir/Madam,

Sub: Disclosure under regulation 18(6) 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), to the public shareholders of Xchanging Solutions Limited, pursuant to public announcement dated December 15, 2015 and corrigendum to the public announcement dated January 28, 2016

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 disclosure by acquirer for shares/ voting rights acquired during the offer period under Regulation 18 (6) in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI (SAST) Regulations)

(i)	Name of the Target Company (TC)	Xchanging Solutions Limited
(ii)	Name of the acquirers / PAC	Acquirer: CSC Computer Sciences International Operations Limited PACs: Computer Sciences Corporation, CSC Technologies India Private Limited and Computer Sciences Corporation India Private Limited
(iii)	Name of the persons/ entities who acquired shares in the TC	(*)(**)
(iv)	Whether disclosure about the persons/ entities stated at (iii) was given in the detailed public announcement as either Acquirer or Persons acting in concert with Acquirer. (Yes/No) If no, provide (a) Reasons for non-disclosure (b) Relationship of the entity with the Acquirer / PAC	Not applicable. The detailed public statement is required to and will be published in accordance with the proviso to Regulation 13(4) of the SEBI (SAST) Regulations.

Details of acquisition – for each person mentioned at (iii)

Number of Shares / Voting Rights Acquired (No.)	Date of Acquisition	Mode of Acquisition	Person from whom Shares / Voting Rights Acquired	Purchase Price per Share	Shareholding of person who acquired the shares (% w.r.t. total share Capital/ voting capital of Target Company)	
					Before acquisition	After acquisition
	May 5, 2016 (i.e. the date of the completion of the Overseas Offer	NA(*)	NA(*)(**)	NA(*)	NA(*)	NA(*)



	(defined below))					
Total shareholding of acquirer and PACs before the acquisition (number as well as % of total share capital of TC)					NIL	
TOTAL shareholding of acquirer and PACs after the acquisition (Number as well as % of total share capital of TC)					NIL(*)	

(*) None of the entities mentioned at (ii) above have 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.

I/We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.

Signature:

Date: May 5, 2016

Place: McLean, Virginia