

XCHANGING (MAURITIUS) LIMITED

c/o Abax Corporate Services Ltd

6th Floor, Tower A

1 CyberCity

Ebene

Mauritius

Tel: (230) 403 6000

Fax: (230) 403 6060

June 19, 2015

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
Scrip Code: XCHANGING

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

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

Dear Sir(s),


Please find enclosed the disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 pertaining to the sale of shares carrying voting rights of Xchanging Solutions Limited to Xchanging Technology Services India Private Limited.

Kindly take the same on record and acknowledge receipt.

Thanking You,

Yours Sincerely

For Xchanging (Mauritius) Limited



Authorized Signatory


Place: Mauritius

Date: June 19, 2015

Encl: a/a

CC:

Xchanging Solutions Limited
SJR I Park, Plot No.13, 14, 15,
EPIP Industrial Area, Phase 1,
Whitefield, Bangalore, Karnataka - 560066



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

Name of the Target Company (TC)	Xchanging Solutions Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Xchanging (Mauritius) Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited 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/disposal under consideration, holding of :			
a) Shares carrying voting rights			
- Seller	83,552,787	75	75
- Xchanging Technology Services India Private Limited (PAC)	-	-	-
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity 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)	-	-	-



e) Total (a+b+c+d)	83,552,787	75	75
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold - Seller	25,550,000	22.93	22.93
b) VRs acquired /sold otherwise than by shares			
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	-	-	-
d) Shares encumbered / invoked/released by the acquirer.			
-	-	-	-
e) Total (a+b+c+/-d)	25,550,000	22.93	22.93
	Please see Note 2 below	Please see Note 2 below	Please see Note 2 below
After the acquisition/sale, holding of:			
a) Shares carrying voting rights - Seller	58,002,787	52.07	52.07
- Xchanging Technology Services Private Limited	25,550,000	22.93	22.93
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by equity 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)	83,552,787	75	75
Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Off-market		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	June 18, 2015		
Equity share capital / total voting capital of the TC before the said acquisition/sale	111,403,716 equity shares of Rs. 10 each		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	111,403,716 equity shares of Rs. 10 each		
Total diluted share/voting capital of the TC after the said acquisition/sale	111,403,716 equity shares of Rs. 10 each		

Note 1:

(*) 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.

Note 2:

This filing is being made in respect of a transfer of shares carrying voting rights of the Target Company from Xchanging (Mauritius) Limited ("**Transferor**") to Xchanging Technology Services India Private Limited ("**Transferee**") pursuant to an internal restructuring of the shareholding amongst the promoter group of the Target Company. Both the Transferor and Transferee are owned and controlled by Xchanging Plc. As such, upon consummation of the above transfer of shares carrying voting rights of the Target Company, the aggregate shareholding of the promoters of the Target Company remains the same and there is no change of control over the Target Company.

For Xchanging (Mauritius) Limited

A handwritten signature in blue ink, consisting of several fluid, overlapping strokes that form a stylized, illegible name.

Authorized Signatory

Place: Mauritius

Date: June 19, 2015