

# XCHANGING SOLUTIONS LIMITED

Registered Office: SJR - I Park, Plot No. 13, 14, 15 EPIP Industrial Area,  
Phase 1 Whitefield Road, Bangalore - 560066  
CIN: L72200KA2002PLC030072; Tel.: + 91 80 30540000; Fax: + 91 80 41157394

Post Offer Advertisement under Regulation 18(12) in terms of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Open Offer for acquisition of up to 27,850,929 Equity Shares representing 25.00% of the Voting Share Capital from the Public Shareholders of Xchanging Solutions Limited 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 as "PACs")

This post offer advertisement ("Post Offer Advertisement") is being issued by Kotak Mahindra Capital Company Limited ("Manager to the Offer"), for and on behalf of the Acquirer and the PACs pursuant to and in accordance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations") in respect of the open offer ("Open Offer") to acquire up to 27,850,929 fully paid up equity shares of INR 10/- each ("Equity Shares") of Xchanging Solutions Limited ("Target Company"). The detailed public statement ("DPS") with respect to the Open Offer dated May 12, 2016, the failure of the Delisting Offer and update on the Open Offer dated September 1, 2016 ("Delisting Failure-cum-Update Announcement"), corrigendum to the DPS and Delisting Failure-cum-Update Announcement dated December 8, 2016 ("Corrigendum") and the pre-Open Offer advertisement dated December 16, 2016 ("Pre Offer Advertisement") were published in all editions of Financial Express (English), Jansatta (Hindi), Mumbai edition of Navshakti (Marathi) and Bangalore edition of Hosa Digantha (Kannada).

- Name of the Target Company: Xchanging Solutions Limited
- Name of the Acquirer and PACs: CSC Computer Sciences International Operations Limited  
Computer Sciences Corporation  
CSC Technologies India Private Limited  
Computer Sciences Corporation India Private Limited
- Name of the Manager to the Offer: Kotak Mahindra Capital Company Limited
- Name of the Registrar to the Offer: Karvy Computershare Private Limited
- Open Offer Details:
  - Date of Opening of the Tendering Period of the Open Offer: December 19, 2016
  - Date of Closure of the Tendering Period of the Open Offer: December 30, 2016
- Date of Payment of Consideration: January 6, 2017
- Details of Acquisition:

Sl. No	Particulars	Proposed in Offer Document		Actuals	
7.1	Offer Price	INR 41.01		INR 41.01	
7.2	Aggregate number of shares tendered	27,850,929		4,201,162 <sup>^</sup>	
7.3	Aggregate number of shares accepted	-		4,201,162	
7.4	Size of the Offer (Number of shares multiplied by offer price per share)	INR 1,142,166,598.29		INR 172,289,653.62	
7.5	Shareholding of the Acquirer/PACs before Agreements/Public Announcement				
	• Number	Nil		Nil	
	• % of Voting Share Capital*	Nil		Nil	
7.6	Shares Acquired by way of Agreements*				
	• Number	83,552,787		83,552,787	
	• % of Voting Share Capital*	75.00%		75.00%	
7.7	Shares Acquired by way of Open Offer				
	• Number	27,850,929		4,201,162	
	• % of Voting Share Capital*	25.00%		3.77%	
7.8	Shares acquired after Detailed Public Statement				
	• Number of shares acquired	Nil		Nil	
	• Price of the shares acquired	Nil		Nil	
	• % of the shares acquired	Nil		Nil	
7.9	Post offer shareholding of Acquirer/PACs*				
	• Number	111,403,716		87,753,949	
	• % of Voting Share Capital*	100.00%		78.77%	
7.10	Pre & Post offer shareholding of the Public	<b>Pre-Offer</b>	<b>Post-Offer</b>	<b>Pre-Offer</b>	<b>Post-Offer</b>
	• Number	27,850,929	Nil	27,850,929	23,649,767
	• % of Voting Share Capital*	25.00%	0.00%	25.00%	21.23%

\*Pursuant to the Overseas Offer

<sup>^</sup>Based on Voting Share Capital of 111,403,716 Equity Shares as defined on page 8 of the Letter of Offer dated December 1, 2016.

<sup>^</sup>As confirmed by BSE, all the shares tendered in the Delisting Offer, were successfully withdrawn by the respective tendering public shareholders during the 10 day withdrawal period between September 2, 2016 and September 19, 2016.

- The Acquirer and the PACs, and their respective directors, accept full responsibility for the information contained in this Post Offer Advertisement and also accept responsibility for the obligations of the Acquirer and the PACs laid down under the SEBI (SAST) Regulations.
- A copy of this Post Offer Advertisement will be available on the websites of SEBI (<http://www.sebi.gov.in>), BSE Limited, National Stock Exchange of India Limited and the registered office of the Target Company.
- Capitalized terms used but not defined in this Post Offer Advertisement shall have the meanings assigned to such terms in the Letter of Offer.

ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER AND THE PACS	REGISTRAR TO THE OFFER
 <p><b>KOTAK MAHINDRA CAPITAL COMPANY LIMITED</b> 27 BKC, 1<sup>st</sup> Floor, Plot No.C-27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 Tel.: +91 22 4336 0128; Fax: +91 22 6713 2446 Email: Project.Xchangingoffer@kotak.com Contact Person: Mr. Ganesh Rane SEBI Registration Number: INM000008704</p>	 <p><b>KARVY COMPUTERSHARE PRIVATE LIMITED</b> Karvy Selenium Tower B, Plot Number 31 and 32, Financial District, Gachibowli Nanakramguda, Hyderabad - 500 032 Tel.: +91 40 3321 5130; Fax: +91 22 2343 1551 Email: murali.m@karvy.com Contact Person: Mr. M Muralikrishna SEBI Registration Number: INR0000000221</p>

Place : Mumbai  
Date : January 9, 2017

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