

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part –A- Details of the Acquisition

Name of the Target Company (TC)	Xchanging Solutions Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Xchanging Technology Services India Private 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 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 acquirer along with PACs of:			
a) Shares carrying voting rights			
- Acquirer	-	-	-
- Xchanging (Mauritius) Limited (PAC)	83,552,787	75	75
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)	83,552,787	75	75
Details of acquisition			
a) Shares carrying voting rights acquired - Acquirer	25,550,000	22.93	22.93
b) VRs acquired otherwise than by equity 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.	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	-	-	-
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, holding of acquirer along with PACs of:			
a) Shares carrying voting rights - Acquirer	25,550,000	22.93	22.93
- Xchanging (Mauritius) Limited (PAC)	58,002,787	52.07	52.07
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) Shares pledged 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)	83,552,787	75	75
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Off-market		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc.	NA		
Date of acquisition of/ date of receipt of intimation of allotment of shares/ VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	June 18, 2015		
Equity share capital / total voting capital of the TC before the said acquisition	111,403,716 equity shares of Rs. 10 each		
Equity share capital/ total voting capital of the TC after the said acquisition	111,403,716 equity shares of Rs. 10 each		
Total diluted share/voting capital of the TC after the said acquisition	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.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

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 Technology Services India Private Limited



Vinod Goel

Director

Place: New Delhi

Date: June 19, 2015