

000134

June 18, 2018

BSE LimitedPhiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400001

Dear Sir / Madam,

SUB: Open Offer for acquisition of 2,36,49,767 Equity Shares of Xchanging Solutions Limited (“Target Company”) by Xchanging Technology Services India Private Limited (“Acquirer”) along with Computer Sciences Corporation India Private Limited (“PAC 1”) and DXC Technology Company (“PAC 2”) as the persons acting in concert with the Acquirer (“Persons Acting In Concert” / “PACs”) (“Offer”)

This is in relation with the Open Offer. As required under Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“**Takeover Regulations**”), please note that the post offer advertisement dated June 15, 2018 (“**Post Offer Advertisement**”) was published on June 18, 2018, in the following newspapers –

Newspaper	Language	Editions
Financial Express	English national daily	All editions
Jansatta	Hindi national daily	All editions
Navshakti	Marathi daily	Mumbai edition
Hosa Digantha	Kannada daily	Bangalore edition

As required under Regulation of 18(12) of the Takeover Regulations, enclosed is a copy of the Post Offer Advertisement. Also enclosed is a CD containing the soft copy of the said Post Offer Advertisement in PDF form.

Capitalized terms used in this letter but not defined shall have the same meaning as set out in the LoF.

Thanking You,

For **JM Financial Limited**Authorized Signatory
Name: **ANUSH JAIN**Designation: **VP**

Encl: a/a

JM Financial Limited

Corporate Identity Number : L67120MH1986PLC038784

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: +91 22 6630 3030 F: +91 22 6630 3330 www.jmfl.com

POST OFFER ADVERTISEMENT UNDER REGULATION 18(12) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

XCHANGING SOLUTIONS LIMITED

Registered Office: SJR I - Park, Plot No. 13, 14, 15, EPIP Industrial Area, Phase I Whitefield, Bengaluru - 560086 Tel: +91-80-30540000; Fax: +91-80-41157394

OPEN OFFER FOR ACQUISITION OF UP TO 2,36,49,767 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") REPRESENTING 21.23% OF THE FULLY DILUTED VOTING SHARE CAPITAL AS OF THE 10TH WORKING DAY FROM THE CLOSURE OF THE TENDERING PERIOD ("VOTING SHARE CAPITAL"), FROM THE PUBLIC SHAREHOLDERS OF XCHANGING SOLUTIONS LIMITED ("TARGET COMPANY") BY XCHANGING TECHNOLOGY SERVICES INDIA PRIVATE LIMITED ("ACQUIRER") TOGETHER WITH COMPUTER SCIENCES CORPORATION INDIA PRIVATE LIMITED ("PAC 1") AND DXC TECHNOLOGY COMPANY ("PAC 2") (PAC 1 AND PAC 2 ARE COLLECTIVELY REFERRED TO AS "PAC") AS THE PERSONS ACTING IN CONCERT WITH THE ACQUIRER ("OFFER"/"OPEN OFFER").

This Post Offer Advertisement ("Post-Offer Advertisement") is being issued by JM Financial Limited ("Manager to the Offer"), on behalf of the Acquirer along with PAC, in connection with the Offer made by the Acquirer along with the PAC, in compliance with Regulation 18(12) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"). The Detailed Public Statement ("DPS") with respect to the aforementioned offer was made on November 24, 2017, and the corrigendum to the DPS was published on May 9, 2018 ("Revised Schedule Corrigendum"), in the following newspapers:

Sr. No.	Newspaper	Language	Editions
1.	Financial Express	English	All
2.	Jansatta	Hindi	All
3.	Navshakti	Marathi	Mumbai
4.	Hosa Digantha	Kannada	Bengaluru

This Post-Offer Advertisement should be read in continuation of, and in conjunction with, the Public Announcement dated November 17, 2017 ("PA"), the DPS published on November 24, 2017, the Draft Letter of Offer dated November 30, 2017 ("Draft Letter of Offer" or "DLoF"), the Revised Schedule Corrigendum on May 9, 2018 and Letter of Offer dated May 8, 2018 ("Letter of Offer" or "LoF").

Sl. No.	Particulars	Details
1	Name of the Target Company:	Xchanging Solutions Limited
2	Name of the Acquirer and PAC:	Acquirer : Xchanging Technology Services India Private Limited PAC 1 : Computer Sciences Corporation India Private Limited PAC 2 : DXC Technology Company
3	Name of the Manager to the Offer:	JM Financial Limited
4	Name of the Registrar to the Offer:	Karvy Computershare Private Limited
5	Offer Details	
	a. Date of Opening of the Offer:	Friday, May 18, 2018
	b. Date of Closure of the Offer:	Thursday, May 31, 2018
6	Date of Payment of Consideration for the Offer Shares validly tendered and accepted in the Offer:	Monday, June 11, 2018

7.	Details of acquisition	Proposed in the Offer Document	Actuals
7.1	Offer Price	INR 55.22 per Offer Share	INR 55.22 per Offer Share
7.2	Aggregate number of Equity Shares tendered	2,36,49,767 ⁽¹⁾	1,33,98,299
7.3	Aggregate number of Equity Shares accepted	2,36,49,767 ⁽¹⁾	1,33,98,299
7.4	Size of the Offer (Number of Equity Shares accepted multiplied by offer price per share)	INR 1,30,59,40,134 ⁽¹⁾	INR 73,98,54,070.78
7.5	Shareholding of the Acquirer and/ or PAC before Agreements/PA ⁽²⁾	Acquirer: 2,55,50,000 22.93% PAC 1: Nil direct	Acquirer: 2,55,50,000 22.93% PAC 1: Nil direct

	• % of Voting Share Capital	holding. PAC 2: Nil direct holding.	holding. PAC 2: Nil direct holding.												
7.6	Shares Acquired by way of Agreements • Number • % of Voting Share Capital	Not Applicable	Not Applicable												
7.7	Shares Acquired by way of Open Offer ⁽²⁾ • Number • % of Voting Share Capital	Acquirer: 2,36,49,767 ⁽¹⁾ 21.23% PAC 1: Nil direct acquisition. PAC 2: Nil direct acquisition.	Acquirer: 1,33,98,299 12.03% PAC 1: Nil direct acquisition. PAC 2: Nil direct acquisition.												
7.8	Shares acquired after Detailed Public Statement • Number of shares acquired • Price of the shares acquired • % of the shares acquired	Acquirer: Nil. PAC 1: Nil. PAC 2: Nil.	Acquirer: Nil. PAC 1: Nil. PAC 2: Nil.												
7.9	Post offer shareholding of Acquirer / PAC ⁽²⁾ • Number • % of Voting Share Capital	Acquirer: 4,91,99,767 ⁽¹⁾ 44.16%	Acquirer: 3,89,48,299 34.96%												
7.10	Pre & Post offer shareholding of the Public ⁽²⁾	<table border="1"> <thead> <tr> <th>Pre- Offer</th> <th>Post- Offer⁽¹⁾</th> <th>Pre- Offer</th> <th>Post- Offer</th> </tr> </thead> <tbody> <tr> <td>2,36,49,767</td> <td>0</td> <td>2,36,49,767</td> <td>1,02,51,468</td> </tr> <tr> <td>21.23%</td> <td>0.00%</td> <td>21.23%</td> <td>9.20%</td> </tr> </tbody> </table>	Pre- Offer	Post- Offer ⁽¹⁾	Pre- Offer	Post- Offer	2,36,49,767	0	2,36,49,767	1,02,51,468	21.23%	0.00%	21.23%	9.20%	
	Pre- Offer	Post- Offer ⁽¹⁾	Pre- Offer	Post- Offer											
2,36,49,767	0	2,36,49,767	1,02,51,468												
21.23%	0.00%	21.23%	9.20%												
	Pre & Post offer shareholding of the Promoter and Promoter Group ⁽²⁾	<table border="1"> <thead> <tr> <th>Pre- Offer</th> <th>Post- Offer⁽¹⁾</th> <th>Pre- Offer</th> <th>Post- Offer</th> </tr> </thead> <tbody> <tr> <td>8,77,53,949</td> <td>11,14,03,716</td> <td>8,77,53,949</td> <td>10,11,52,248</td> </tr> <tr> <td>78.77%</td> <td>100%</td> <td>78.77%</td> <td>90.80%</td> </tr> </tbody> </table>	Pre- Offer	Post- Offer ⁽¹⁾	Pre- Offer	Post- Offer	8,77,53,949	11,14,03,716	8,77,53,949	10,11,52,248	78.77%	100%	78.77%	90.80%	
Pre- Offer	Post- Offer ⁽¹⁾	Pre- Offer	Post- Offer												
8,77,53,949	11,14,03,716	8,77,53,949	10,11,52,248												
78.77%	100%	78.77%	90.80%												

Notes:

1. Assuming full acceptance under the Open Offer.
2. The shareholding percentages set out in the LoF and other offer documents are based on the Voting Share Capital, which is equivalent to 11,14,03,716 Equity Shares. For further details, please refer to page 15 of the LoF.
1. The Acquirer along with its Directors and PAC severally and jointly accept full responsibility for the information contained in this Post-Offer Advertisement and also for the obligations under the Takeover Regulations.
2. A copy of this Post-Offer Advertisement will be available on the website of SEBI, BSE, NSE 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 PA and/or the DPS and/or LoF.

ISSUED BY THE MANAGER TO THE OFFER



JM FINANCIAL LIMITED

7th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, India.

Tel. No.: +91 22 6630 3030, Fax No.: +91 22 6630 3330

Email: xchanging.openoffer@jmfli.com

Contact Person: Ms. Prachee Dhuri

SEBI Registration Number: INM000010361

Place : Mumbai
Date : June 15, 2018

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