PUBLIC ANNOUNCEMENT OF FAILURE OF THE DELISTING OFFER AND UPDATE ON THE OPEN OFFER FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF

XCHANGING SOLUTIONS LIMITED

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Advertisement under Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

This Advertisement is being issued by Kotak Mahindra Capital Company Limited ("**Manager to the Offer**"), for and on behalf of 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**") pursuant to and in accordance with Regulation 18(7) 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 mandatory open offer ("**Offer**") to acquire upto 27,850,929 (Twenty Seven Million Eight Hundred Fifty Thousand Nine Hundred Twenty Nine only) equity shares of Xchanging Solutions Limited ("**Target Company**"). The detailed public statement ("**DPS**") with respect to the Offer dated May 12, 2016, the failure of the Delisting Offer and update on the Offer dated September 1, 2016 ("**Delisting Failure-cum-Update Announcement**"), and corrigendum to the DPS and Delisting Failure-cum-Update Announcement dated December 8, 2016 ("**Corrigendum**") were published in all editions of Financial Express (English), Jansatta (Hindi), Mumbai edition of Navashkti (Marathi) and Bangalore edition of Hosa Digantha (Kannada).

1. The Offer Price is INR 41.01 (Rupees Forty One and One Paisa only) per Equity Share.

   As mentioned at paragraphs II. A.2-5 of the Letter of Offer dated December 1, 2016, consequent to the Overseas Offer, the Acquirer and the PACs triggered an indirect open offer and made an open offer for the acquisition of up to 27,850,929 Equity Shares representing 25% (twenty five per cent.) of the fully paid-up equity share capital and voting capital of the Target Company at a price of INR 37.63 (Indian Rupees Thirty Seven and Sixty Three Paise only) per Equity Share in accordance with Regulations 3(1), 4, 5(1) read with Regulation 13(2)(e) of the SEBI (SAST) Regulations by way of a public announcement for the Offer dated December 15, 2015 ("Public Announcement"/"PA") and a corrigendum to the Public Announcement dated January 28, 2016. Thereafter, the price was enhanced for the period from December 9, 2015 to May 12, 2016 by INR 1.60 (Indian Rupees One and Sixty Paise only), i.e., the basic Offer Price was enhanced to INR 39.23 (Indian Rupees Thirty Nine and Twenty Three Paise only). Further in terms of the proviso to Regulation 5A(3) of the SEBI (SAST) Regulations, the basic Offer Price has been enhanced by an amount equal to 10% (ten per cent.) per annum for the period between the scheduled date of payment of consideration (i.e. July 25, 2016) and the actual date of the payment of consideration (i.e. January 6, 2017). Therefore, the price has been enhanced by INR 1.78 (Indian Rupee One and Seventy Eight Paise only) to INR 41.01 (Indian Rupees Forty One and One Paisa only).

2. The committee of independent directors of the Target Company ("**IDC**") published its recommendation on the Offer Price of INR 41.01 per Equity Share on December 15, 2016 in the same newspapers where the DPS was published. The relevant extract of the IDC recommendation is given below:

Members of the IDC ("IDC Members")	1. Mr. Ashok Kumar Ramanathan (Chairman of the IDC) 2. Mr. Henry D'Souza (Member of the IDC) 3. Ms. Gopika Pant (Member of the IDC)
Recommendation on the Offer, as to whether the Offer is fair and reasonable	Offer Price is in accordance with the Regulations prescribed by SEBI (SAST) Regulations. It may be noted that the Offer is subject to the commercial and legal risks highlighted in the Letter of Offer dated December 1, 2016. The closing market price of the Target Company on NSE (being the exchange on which shares of the shares of the Target Company are more frequently traded) as of December 13, 2016 is INR 64.65 per Equity Share. The Offer Price of INR 41.01 per Equity Share is therefore at 36.57% discount to the above mentioned prevailing market price. For the reasons set out therein, as of the date of this recommendation, IDC is of the view that the shareholders of the Target Company are advised to independently evaluate the Offer Price and take the informed decision before subscribing to the Offer.

3. The Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
4. The Letter of Offer dated December 1, 2016 has been dispatched to all the Public Shareholders as on the Identified Date (i.e. December 2, 2016) by December 9, 2016.
5. Please note that a copy of the Letter of Offer (which includes detailed instructions in relation to the procedure for acceptance and settlement of the Offer at page 41 as well as the Form of Acceptance-cum-Acknowledgement) is also being made available on SEBI's website (www.sebi.gov.in) from which the Public Shareholders can download/print a copy in order to tender their Equity Shares in the Offer. Further, in case of non-receipt/non-availability of the Form of Acceptance-cum-Acknowledgement, the application can be made on plain paper in writing signed by all shareholder(s) along with the following details:
   - **a. In case of Equity Shares held in physical form**: Physical Shareholders may participate in the Offer by providing the following details - Name(s) and address(es) of sole/joint holder(s) (if any), number of Physical Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered, and other relevant documents as mentioned in paragraph VII. 10 in the Letter of Offer, along with valid Form SH 4. Such Physical Shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer.
   - **b. In case of Equity Shares held in dematerialised form**: Public Shareholders holding Demat Shares may participate in the Offer by approaching their broker indicating the details of Equity Shares they intend to tender in Offer. The Public Shareholders holding Demat Shares are not required to fill the Form of Acceptance-cum-Acknowledgement.
6. In terms of the SEBI (SAST) Regulations, the Draft Letter of Offer was submitted to SEBI on September 9, 2016. SEBI pursuant to its letter dated November 30, 2016 issued its comments on the Draft Letter of Offer. These comments and certain changes (occurring after the date of the PA) which may be material have been incorporated in the Letter of Offer dated December 1, 2016. Such comments and changes have also been encapsulated in the corrigendum to the DPS and Delisting Failure-cum-Update Announcement dated December 8, 2016.
7. There have been no material changes in relation to the Offer since the date of the PA, save as otherwise disclosed in the Corrigendum to PA dated January 28, 2016, Detailed Public Statement dated May 12, 2016, Delisting Failure-cum-Update Announcement dated September 1, 2016, DLoF dated September 9, 2016, LoF dated December 1, 2016 and Corrigendum dated December 8, 2016.
8. To the best of the knowledge of the Acquirer and the PACs, there are no statutory approvals required to acquire the Equity Shares that are validly tendered by the Public Shareholders pursuant to the Offer. However in case of any statutory approvals being required by the Acquirer and the PACs at a later date, the Offer shall be subject to such approvals.
9. **Schedule of Activities**

Activity	Revised Schedule of Activities	
	Date	Day
Date of the Public Announcement	December 15, 2015	Tuesday
Date of the Corrigendum to the Public Announcement	January 28, 2016	Thursday
Date of publication of the Detailed Public Statement encapsulating intention to delist under Regulation 5A of the SEBI (SAST) Regulations	May 12, 2016	Thursday
Last date for competing Offer	June 2, 2016	Thursday
Approval of board of directors of Target Company obtained for the Delisting Offer	June 6, 2016	Monday
Approval of the Public Shareholders obtained for the Delisting Offer	July 27, 2016	Wednesday
Approval (in-principal) of the Stock Exchanges obtained for the Delisting Offer	August 5, 2016	Friday
Public announcement of failure of the Delisting Offer and update on the Offer	September 1, 2016	Thursday
Commencement of period for withdrawal of Equity Shares tendered in the Delisting Offer	September 2, 2016	Friday
Filing of this Draft Letter of Offer with SEBI	September 9, 2016	Friday
Closure of period for withdrawal of Equity Shares tendered in the Delisting Offer	September 19, 2016	Monday
Last date for SEBI observations on this Draft Letter of Offer (in the event SEBI has not sought clarifications or additional information from the Manager to the Offer)	November 30, 2016	Wednesday
Identified Date*	December 2, 2016	Friday
Last date by which the Letter of Offer is required to be dispatched to the Public Shareholders	December 9, 2016	Friday
Last date for upward revision of the Offer Price/Offer Size	December 14, 2016	Wednesday
Last date by which the committee of the independent directors of the Target Company are required to give recommendation(s) in respect of this Offer (date of publication of recommendation)	December 15, 2016	Thursday
Date of publication of the Offer Opening Public Announcement	December 16, 2016	Friday
Date of commencement of Tendering Period (Offer Opening Date)	December 19, 2016	Monday
Date of expiry of Tendering Period (Offer Closing Date)	December 30, 2016	Friday
Last day of payment to the Public Shareholders whose Equity Shares have been accepted in this Offer^	January 13, 2017	Friday^
Last date for publication of post-Offer announcement	January 13, 2017	Friday
Last date for submission of the final report with SEBI	January 20, 2017	Friday

**The Identified Date is only for the purpose of determining the Public Shareholders as on such date to whom the Letter of Offer would be posted. It is clarified that all the Public Shareholders (registered or unregistered) of the Target Company are eligible to participate in this Offer at any time prior to the expiry of the Tendering Period.*
^Last date of settlement of the bids on the Designated Stock Exchange shall be January 6, 2017. Accordingly, the actual date of payment to the Public Shareholders shall be January 6, 2017 (Friday).

Capitalised terms used but not defined in this Advertisement shall have the meanings assigned to such terms in the Letter of Offer. The Acquirer and the PACs accept full responsibility for the information contained in this Advertisement and their obligations under the SEBI (SAST) Regulations.

This Advertisement is expected to be available on the SEBI website at http://www.sebi.gov.in

ISSUED BY THE MANAGER TO THE OFFER ON BEHALF OF THE ACQUIRER AND THE PACS	REGISTRAR TO THE OFFER
kotak® Investment Banking	KARVY Computershare
KOTAK MAHINDRA CAPITAL COMPANY LIMITED 27 BKC, 1st floor, Plot No. C-27, 'G' Block Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 **Tel.:** +91 22 4336 0128; **Fax:** +91 22 6713 2447 **Email:** Project.Xchangingoffer@kotak.com **Contact Person:** Mr. Ganesh Rane **SEBI Registration Number:** INM000008704	**KARVY COMPUTERSHARE PRIVATE LIMITED** Karvy Selenimum 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

Place : Mumbai
Date : December 16, 2016

Size: 16(w) x 45(h)