

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF SHAREHOLDERS OF CAMBRIDGE SOLUTIONS LIMITED

(Registered Address: SJR I-Park, Plot 13, 14, 15, EPIP Industrial Area, Phase I Whitefield, Bangalore 560066)

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

This corrigendum ("Corrigendum") is being issued by Citigroup Global Markets India Private Ltd ("Manager to the Offer") on behalf of Xchanging (Mauritius) Limited (the "Acquirer") along with Xchanging plc ("Xplc"), Person Acting in Concert ("PAC") with the Acquirer in connection with the Public Announcement which appeared in newspapers on October 6, 2008 (the "PA") and issued to the Shareholders of Cambridge Solutions Limited ("Target Company"), wherein an open offer to acquire 2,25,90,415 fully paid up equity shares of the face value of Rs. 10/- each of the Target Company (each a "Share") representing 20% of the Share Capital at a price Rs. 81.11 per Share ("Offer Price") payable in cash was made under Regulations 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto (the "SEBI (SAST) Regulations"). Capitalized terms not specifically defined herein shall have the meaning assigned in the PA.

The Shareholders of the Target Company are requested to kindly note the following:-

Revised Schedule of Activities

- The dates with respect to various activities as per the disclosures made in the PA have undergone a change. The Letter of Offer along with the Form of Acceptance cum Acknowledgement and Form of Withdrawal is being dispatched to the Shareholders of the Target Company on February 20, 2009 and the revised schedule of activities is as follows:

Activity	Day and Date
Public Announcement Date	Monday, October 6, 2008
Specified Date*	Friday, October 17, 2008
Last date for a competitive bid	Monday, October 27, 2008
Date by which Letter of Offer will be dispatched to Shareholders	Friday, February 20, 2009
Date for opening of the Offer	Wednesday, February 25, 2009
Last date for revising the Offer price / number of Shares	Tuesday, March 03, 2009
Last date for withdrawing acceptance from the Offer	Monday, March 09, 2009
Closure of the Offer	Monday, March 16, 2009
Last date of communicating rejection / acceptance and payment of consideration for applications accepted and for dispatch of share certificates for the rejected Shares or for credit of unaccepted demat Shares	Tuesday, March 31, 2009

* Specified Date is the date for determining the names of the Shareholders to whom the Letter of Offer would be sent, being all Shareholders whose names appear on the register of members of the Target Company and as regards the beneficial owners of the dematerialized Shares, whose names appear as beneficiaries on the records of the respective depositories, at the close of business on October 17, 2008. All owners (registered or unregistered) of Shares (except the Acquirer, the PAC and the Sellers being parties to the SPAs) are eligible to participate in the Offer anytime before the closure of the Offer.

Background to the Offer

- As on the date of the PA, Katra did not hold any Shares in the Target Company. As set out in Paragraph 1(ii) of the PA, Katra had represented to the Acquirer under the Katra SPA inter-alia that as on the date of the Katra SPA, (a) Katra held the beneficial interest in the Katra Sale Shares and was entitled to sell and transfer the full beneficial ownership of the Katra Sale Shares to the Acquirer; and (b) at completion of the Katra SPA, Katra will be the sole registered holder of the Katra Sale Shares and will be entitled to sell and transfer the full legal and beneficial ownership of the Katra Sale Shares to the Acquirer. Katra had undertaken under the Katra SPA to ensure that on or by October 31, 2008, Katra would be the registered and legal owner in dematerialized form of the Katra Sale Shares. The Katra Sale Shares have been transferred to Katra on November 14, 2008. Further details in this regard have been provided at Paragraphs 1(iii) to 1(vii) of the Letter of Offer.
- SEBI issued its observations/comments on the draft Letter of Offer on February 10, 2009 ("Observation Letter"). In its Observation Letter SEBI has stated that since the aforementioned aspect of the beneficial interest in the Katra Sale Shares held by RV / Katra was not disclosed / made available in public domain, the same is being examined by SEBI.
- Paragraph 3.1 of the PA provides that completion of the acquisition of the Actual Sale Shares under the Scandent Holdings/AMPS SPA is conditional, inter alia, upon certain conditions precedent. An update on the status of these conditions precedent, quoting the conditions precedent as set out in paragraph 3.1 of the PA is provided as under in italics:
 - the shareholders of the PAC passing a resolution approving the acquisition of Shares under the SPAs at a general meeting of the PAC. As on the date of this Corrigendum, this resolution has been passed;
 - approval of the BSE having been received in terms satisfactory to the PAC for the sale and transfer of 1,31,17,500 Shares held by Scandent Holdings and 43,72,500 Shares held by AMPS which are currently under lock-in. As on the date of this Corrigendum, the BSE approval has been received;
 - approval of the RBI having been received for the purchase by the Acquirer of the Total Target Sale Shares pursuant to the SPAs and Shares tendered in this Offer. Vide its letter no. FE.CO.FID/13417/10.21.135/2008-2009 dated November 21, 2008 the RBI has conveyed its no-objection to the acquisition of Shares under this Offer and has clarified that the acquisition of the Total Target Sale Shares would be under the general permission available for the same in terms of Regulation 9 of FEMA Notification No. 20/2000-RB dated May 3, 2000. The RBI has required the acquisition of the Shares under this Offer to be undertaken in compliance with A.P. (DIR Series) Circular No. 16 dated October 4, 2004 (including the reporting requirements specified therein). Further, in the event that Shares are tendered in the Offer by any erstwhile OCBs, then specific approval of the RBI would need to be sought for such transfers;
 - the Acquirer and the PAC having completed all their obligations under this Offer and the Manager to the Offer having issued a certificate to that effect in accordance with Regulation 23(6) of the Takeover Code. This certificate shall be issued once the Acquirer and the PAC have completed all their obligations under this Offer;
 - the UK Treasury Consent having been received. As on the date of this Corrigendum, the UK Treasury Consent has been received;
 - satisfaction of certain anti-trust conditions in Germany, the USA (and India, if applicable) ("Anti-trust Approvals"). As on the date of this Corrigendum, the Anti-trust Approvals have been received;
 - the appointment of David Andrews and Richard Houghton, being nominees of the PAC, as directors of the Target Company and such of its subsidiaries as may be required by the PAC, after Anti-trust Approvals have been received and at such time as the PAC may determine. It would be the PAC's intention to make this determination at a time appropriate for the Target Company. At the same time, Christopher Sinclair and Satyen Patel would resign as directors of the Target Company and its subsidiaries and it is the PAC's intention to appoint Christopher Sinclair as a senior adviser to the Xchanging Group to assist in the integration of the Target and to develop new business opportunities. As on the date of this Corrigendum, David Andrews and Richard Houghton have been appointed as directors of the Target Company, and Christopher Sinclair and Satyen Patel have resigned as directors of the Target Company and some of its subsidiaries, viz., Scandent Group Inc., Cambridge Galaher Settlements & Insurance Services, Inc., Cambridge Integrated Services Group Inc., Cambridge Solutions Europe Limited, Scandent Group GmbH, Cambridge Solutions Pte. Limited, Cambridge Solutions Sdn Bhd, Cambridge Integrated Services Australia Pty Limited, Cambridge Integrated Services Victoria Pty Limited, ProcessMind Holding Mauritius Limited and IndigoMarkets Limited.
 - the Consideration Shares having been admitted to the Official List maintained by the UK Financial Services Authority and admitted to trading on the London Stock Exchange, subject only to becoming effective. This condition will be fulfilled at a stage subsequent to the completion of this Offer; and
 - each of the relevant conditions in the Katra SPA having been satisfied, the Katra SPA not having been terminated and the Katra SPA having been completed save for the payment of consideration. This condition will be fulfilled at a stage subsequent to the completion of this Offer.
- The SPAs provide the Acquirer and the PAC with certain rights that are in general intended to protect the value of the Target Company in the period intervening between the execution of the SPAs and SPA Completion. The SPAs do not in any way affect the interests of the public shareholders under applicable law.
- By virtue of holding 75% of the Share Capital of the Target Company upon acquisition of Shares under the Offer and the SPAs, the Acquirer will a) be in a position to have both ordinary and special resolutions of the Target Company passed with its affirmative vote and b) have its nominees appointed to the board of directors of the Target Company.
- Certain customer contracts for the supply of IT and BPO services in the USA, India and Australia and certain banking facility agreements to which the Target Company or companies in the Target Company group are parties, contain change of control clauses which could allow the counterparty to terminate the contracts or could lead to other adverse effects as a result of the acquisition of the Shares by the Acquirer/PAC or an associated change in the management of the relevant companies within the Target Company group.
- In accordance with the terms and conditions of the SPAs, and in terms of the second proviso to Regulation 22 (7) of the SEBI (SAST) Regulations, the Acquirer has appointed two of its nominees, David Andrews and Richard Houghton, to the board of directors of the Target Company. The Acquirer has accordingly deposited one hundred percent (100%) of the Maximum Consideration in the Escrow Account previously.
- Scandent Holdings has confirmed that save for a delay in making a filing under Regulation 7(1) of the SEBI (SAST) Regulations on two occasions, Scandent Holdings has complied with its obligations under Chapter II of the SEBI (SAST) Regulations. AMPS has confirmed that save for a delay in making a filing under Regulation 7(1) of the SEBI (SAST) Regulations on one occasion, AMPS has complied with its obligations under Chapter II of the SEBI (SAST) Regulations. SEBI may initiate appropriate action against Scandent Holdings and AMPS in respect of the aforementioned delays.
- No Shares have been acquired by the Acquirer / PAC after the date of the Public Announcement and as on the date of this Corrigendum.
- The Offer is being made to acquire 2,25,90,415 Shares at a price of Rs. 81.11 per Share payable in cash. As required under Regulation 21(5) of the SEBI (SAST) Regulations, the Offer Size represents 20% of the Share Capital. The Offer Size of 20% of the Share Capital of the Target Company has been computed on the fully diluted equity capital base of 11,29,52,074 Shares assuming that the 15,86,691 Stock Options granted by the Target Company to its employees have been exercised.
- As set out in Paragraph 1(v) of the PA, it is the intention of the Acquirer to acquire only such number of Shares under the SPAs as would result in the Acquirer holding 75% of the actual fully diluted share capital of the Target Company as on the date of SPA Completion. Accordingly, the SPAs provide that the number of Total Target Sale Shares to be acquired by the Acquirer from the Sellers under the SPAs would be reduced by (a) the number of Shares tendered and accepted in the Offer, and (b) 75% of the number of Stock Options, if any, which lapse between the date of the Public Announcement and the completion of the SPAs. The reduction in the number of Shares to be acquired from each Seller under the SPAs shall be made in such proportion between the Sellers inter se as is set out in the SPAs. The corresponding reduction in the consideration payable to the Sellers shall be made by adjusting the Total Cash Consideration payable under the SPAs without changing the number of Total Consideration Shares to be issued to the Sellers. However, the consideration payable to the Sellers in all cases shall remain the same, and shall be equal to the Negotiated Price of Rs. 81.11 per Share as computed in the manner specified in Paragraph 84 of the Letter of Offer.

Information about the PAC

- As on February 11, 2009, the paid up share capital of the PAC excluding the Total Consideration Shares was ₹1,09,73,439.35 (approximately ₹ 91,04,66,262.87) divided into 21,94,68,787 ordinary shares of face value of ₹0.05 (approximately ₹ 4.15) each.
- As set out in Paragraph 33 of the PA, the PAC and the Acquirer have entered into the Intercompany Loan Agreement pursuant to which a number of loans, interest free and repayable on demand, are made available to the Acquirer by the PAC. Loans advanced under this agreement will be used, inter alia, by the Acquirer to purchase Shares under the Offer. Save for the Intercompany Loan Agreement, the Acquirer and the PAC have not entered into any other agreement in connection with this Offer.

Information about the Target Company

- The Shares of the Target Company were listed pursuant to a scheme of arrangement involving de-merger of the IT operations of SSI Limited, which was a listed company, into the Target Company (then known as Scandent Network Private Limited). Post completion of the demerger process, the Target Company applied for listing of its shares on the stock exchanges where the shares of SSI Limited were listed in accordance with the provisions of the SEBI (Disclosure and Investor Protection) Guidelines, 2000. Pursuant to such application, the Shares of the Target Company were listed on the NSE, BSE and the MSE on March 5, 2005 and on the ASE on March 18, 2005.
- Post the SPA Completion, Scandent Holdings will cease to be a promoter of the Target Company.

Statutory Approvals / other approvals required for the Offer

- The acquisition of the Total Target Sale Shares and the acquisition of Shares under this Offer are subject to receipt of the approval of the RBI under the FEMA and the rules and regulations issued thereunder. As on the date of this Corrigendum, this approval has been received, and is subject to the acquisition of Shares under this Offer being undertaken in compliance with A.P. (DIR Series) Circular No. 16 dated October 4, 2004 (including the reporting requirements specified therein) and specific approval of the RBI being sought for transfers where Shares are tendered in the Offer by any erstwhile OCBs.

- The acquisition of the Total Target Sale Shares and the acquisition of Shares under this Offer are further subject to receipt of the UK Treasury Consent, the Anti-trust Approvals and a certificate from the BSE approving the transfer of the Total Target Sale Shares that are subject to lock-in. As on the date of this Corrigendum, all the aforementioned approvals have been received.
- There are no other statutory approvals required to implement the Offer, other than those contemplated above.
- Neither the Acquirer nor the PAC require any approvals from financial institutions or banks for the Offer.

Reasons for the Offer and future plans for the Target Company, if any

- Paragraph 39 of the PA sets out the reasons for the Offer which include inter-alia that "the acquisition of the Target Company brings the following strategic advantages to the Xchanging Group:
 - Processing capabilities and a strong market presence in the USA, which can serve as a springboard for future growth; ...
 - The addition of a strong Australian business, a platform for the growth of the Xchanging Group in the region; ... "

SEBI in the Observation Letter has required the word "strong" to be deleted from the aforementioned disclosure and the same may be read accordingly.

Delisting Option to the Acquirer in terms of Regulation 21(2)

- In terms of the initial listing agreement entered into by the Target Company with the Stock Exchanges, the Target Company is required to maintain a minimum public shareholding of 25%. However, in the financial year 2007-2008, the number of outstanding listed Shares of the Target Company was in excess of two hundred lacs and its market capitalization in respect of such Shares as computed in accordance with Clause 40A of the Listing Agreement (being the current form of the listing agreement prescribed by the Stock Exchanges and applicable to the Target Company) was in excess of Rs. 1,00,000 lacs. Accordingly, in terms of Clause 40A of the Listing Agreement, the Target Company is required to maintain a minimum public shareholding of 10% for the financial year 2008 - 2009. Pursuant to the acquisition of Shares under the Offer (assuming full acceptances) and the Actual Sale Shares, the public shareholding of the Target Company shall not fall below 10%. In the event that the public shareholding of the Target Company falls below the minimum threshold prescribed by law at any stage, the Acquirer will take the necessary steps to facilitate compliance of the Target Company with the relevant provisions of the Listing Agreements with the BSE, NSE, MSE and ASE and other applicable laws within the timeframe specified therein.

Other Terms of the Offer

- The payment to the Shareholders will be done through various modes as follows:
 - Electronic Clearing System (ECS) – Payment will be done through ECS for Shareholders having an account at any of the following 68 centres: Ahmedabad, Bangalore, Bhubaneswar, Kolkata, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Mumbai, Nagpur, New Delhi, Patna, Thiruvananthapuram (managed by RBI); Baroda, Dehradun, Nashik, Panaji, Surat, Trichy, Trichur, Jodhpur, Gwalior, Jabalpur, Raipur, Calicut, Siliguri (Non-MICR), Pondicherry, Hubli, Shimla (Non-MICR), Tirupur, Burdwan (Non-MICR), Durgapur (Non-MICR), Sholapur, Ranchi, Tirupati (Non-MICR), Dhanbad (Non-MICR), Nellore (Non-MICR) and Kakinada (Non-MICR) (managed by State Bank of India); Agra, Allahabad, Jalandhar, Lucknow, Ludhiana, Varanasi, Kolhapur, Aurangabad, Mysore, Erode, Udaipur, Gorakhpur and Jammu (managed by Punjab National Bank); Indore (managed by State Bank of Indore); Pune, Salem and Jamshepur (managed by Union Bank of India); Visakhapatnam (managed by Andhra Bank); Mangalore (managed by Corporation Bank); Coimbatore and Rajkot (managed by Bank of Baroda); Kochi/Ernakulam (managed by State Bank of Travancore); Bhopal (managed by Central Bank of India); Madurai (managed by Canara Bank); Amritsar (managed by Oriental Bank of Commerce); Haldia (Non-MICR) (managed by United Bank of India); Vijaywada (managed by State Bank of Hyderabad); and Bhillwara (managed by State Bank of Bikaner and Jaipur). This mode of payment will be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the depositories. Shareholders holding Shares in dematerialized form may opt for payment by RTGS / NEFT (please see below) failing which payment to such Shareholders will be made through ECS. In the event that payment to such Shareholders cannot be made by ECS on account of incorrect details or any other reason, payment to such Shareholders will be made by demand drafts / cheques. Shareholders holding Shares in physical form may opt for payment by RTGS / NEFT (please see below) failing which payment to such Shareholders shall be made by cheques / demand drafts as per bank details provided by such Shareholders in the Form of Acceptance cum Acknowledgement.
 - Direct Credit – Shareholders having bank accounts with the Escrow Agent, as mentioned in the Form of Acceptance cum Acknowledgement, shall be eligible to receive payments through direct credit. Charges, if any, levied by the Escrow Agent for the same would be borne by the Acquirer and PAC.
 - Real Time Gross Settlement (RTGS) – Shareholders having a bank account at any of the abovementioned 68 centres and whose amount exceeds Rs. 1 lac, have the option to receive the payment through RTGS. Such eligible Shareholders who indicate their preference to receive payment through RTGS are required to provide the IFSC code in the Form of Acceptance cum Acknowledgement. In the event the same is not provided, payment shall be made through ECS in case of Shareholders holding Shares in demat form and through demand drafts / cheques in case of Shareholders holding Shares in physical form. Charges, if any, levied by the Escrow Agent for the same would be borne by the Acquirer and PAC. Charges, if any, levied by the Shareholder's bank receiving the credit would be borne by the Shareholder.
 - National Electronic Fund Transfer (NEFT) – Payment shall be undertaken through NEFT wherever the Shareholder's bank has been assigned the IFSC, which can be linked to a MICR, if any, available to that particular bank branch. IFSC will be obtained from the website of RBI as on a date immediately prior to the date of payment, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC of that particular bank branch and the payment will be made to the Shareholder through this method. The process flow in respect of payments by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency. In the event that NEFT is not operationally feasible, the payment would be made through any one of the other modes as discussed above.
 - For all Shareholders, including physical Shareholders, to whom payments cannot be made by ECS / RTGS or NEFT, the payments will be dispatched under certificate of posting for value upto Rs. 1,500 and through speed post/ registered post for payments of Rs. 1,500 and above. Such payments will be made by cheques, pay orders or demand drafts drawn on the Escrow Agent and payable at par at places where acceptance forms are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Shareholders.
- Please note the revised contact details of the Registrar to the Offer i.e. Karvy Computershare Private Limited as under:

Tel: +91 40 2342 0815-24, Fax No.: +91 40 2343 1551,
Address: Unit : Cambridge Solutions Ltd – Open offer, Plot No. 17-24, Vithalrao Nagar Madhapur, Hyderabad 500 081.
- In addition to the above-mentioned address, the Shareholders who wish to avail of and accept the Offer can also deliver the Acceptance cum Acknowledgement Form along with all the relevant documents at any of the collection centres below in accordance with the procedure as set out in the Letter of Offer. All the centres mentioned herein below would be open as follows:



Hand Delivery at any of these offices: Monday to Friday 10 am to 3 pm and on Saturday 10 am to 1 pm. Offices would be closed on Sundays and public holidays.

Collection centre	Address of collection centres	Contact person	Phone No.	Fax	Mode of delivery
1. Mumbai	Karvy Computershare. Pvt Ltd. 16-22 Bake House Maharashtra Chamber of Commerce Lane, Opp. MSC Bank, Fort, Mumbai – 400 023	Ms. Varija Salian	022-66382666	022-66331135	Hand Delivery
2. New Delhi	Karvy Computershare. Pvt Ltd. 2E/23, Jhandewalan Extension, New Delhi – 110 055	Mr. John Mathew / Rakesh Kumar Jamwal	011-43681700	011-43324621	Hand Delivery
3. Ahmedabad	Karvy Computershare. Pvt Ltd. 201-203, Shail, Opp. Madhusudhan House, Behind Girish Cold Drinks, Off C G Road, Ahmedabad- 380 006	Mr. Aditya Gupta / Robert Joeboy	079-26400528 / 079-66614772	079-26565551	Hand Delivery
4. Chennai	Karvy Computershare. Pvt Ltd. No. 33/1, Venkatraman Street, T.Nagar, Chennai – 600 017.	Mr. Gunashekhar	044 – 28151793 / 1794 / 4781	044-28153181	Hand Delivery
5. Hyderabad	Karvy Computershare. Pvt Ltd. Plot No 17-24, Vithalrao Nagar, Madhapur, Hyderabad – 500 081	Ms. Rinki Sareen	040-23420818 to 23420823	040-23431551	Hand Delivery / Registered Post
6. Kolkata	Karvy Computershare. Pvt Ltd. 49, Jatin Das Road, Nr. Deshpriya Park, Kolkata – 700 029	Mr. Sujit Kundu / Mr. Debnath	033-24644891	033-24644866	Hand Delivery
7. Bangalore	Karvy Computershare. Pvt Ltd. No.59, Skanda, Putana Road, Basavanagudi, Bangalore – 560 004	Ms. KR Prathibha / Mr. Kumara Swamy	080-26621192	080-26621169	Hand Delivery

Certain financial details quoted in Indian Rupee in this Corrigendum are denominated in £ (Pounds) and € (Euros). The Indian Rupee equivalent quoted in each case is calculated in accordance with the RBI reference exchange rate quoted on www.rbi.org.in as on October 3, 2008, namely ₹1 = Rs. 82.97 and ₹1 = Rs. 64.99. Please note that all financial data contained in this Corrigendum has, where appropriate, been rounded off to the nearest lacs except as stated otherwise.

All other terms and conditions of the Offer set forth in the PA which appeared in newspapers on October 6, 2008, remain unchanged.

The Acquirer, the PAC and their respective board of directors accept full responsibility for the information contained in this Public Announcement. This Public Announcement will also be available on SEBI's website (www.sebi.gov.in). Eligible persons to the Offer may also download a copy of the Public Announcement and Form of Acceptance cum Acknowledgement, which will be available on SEBI's website (www.sebi.gov.in) from the Offer Opening Date (i.e. February 25, 2009).

Manager to the Offer	Registrar to the Offer
 Citigroup Global Markets India Private Limited 12th Floor, Bakhtawar, Nariman Point, Mumbai 400 021 Tel No: +91-22-6631 9890 Fax No: +91-22-6646 6218 Email: csl.openoffer@citi.com Contact Person: Pankaj Jain	 Karvy Computershare Private Limited Unit: Cambridge Solutions Ltd – Open Offer Plot No. 17-24, Vithalrao Nagar Madhapur, Hyderabad 500 081 Tel.: +91-40-2343 0815-24 Fax.: +91-40-2343 1551 E-mail: csl.openoffer@karvy.com Contact Person: Murali Krishna

Issued by:
Citigroup Global Markets India Private Limited
as Manager to the Offer for and on behalf of the Acquirer

Place: Mumbai
Date: February 19, 2009