

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A - Details of the Sale

Name of the Target Company (TC)	Coforge Limited (formerly known as NIIT Technologies Limited)		
Name(s) of the seller and Persons Acting in Concert (PAC) with the seller	DB International Trust (Singapore) Limited acting as (i) the pledgee and (ii) the security agent, for Deutsche Bank AG, Singapore Branch, ING Bank N.V., Singapore Branch, Nomura Singapore Ltd, Crédit Agricole Corporate and Investment Bank, Hong Kong Branch, Siemens Bank GmbH Singapore Branch, Standard Chartered Bank (Singapore) Limited (Registration No. 201224747C) and Sumitomo Mitsui Banking Corporation Singapore Branch Bank Sinopac, Singapore, Woori Bank, Singapore, SinoPac Capital International (HK) Limited, Hong Kong, NEC Capital Solutions Limited, Taishin International Bank, Taiwan, E.SUN Commercial Bank, Ltd, Taiwan, CTBC Bank Co., Ltd, Hong Kong, Sumitomo Mitsui Trust bank, Limited Singapore Branch, KGI Bank Co., Ltd, Taiwan, Far Eastern International Bank, Ltd, Taiwan per the note below.		
Whether the seller belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the sale are 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 sale under consideration, holding of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non disposal undertaking/ others)	3,37,71,260	3,37,71,260	3,37,71,260

<p>c) Voting rights (VR) otherwise than by shares</p> <p>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)</p> <p>e) Total (a+b+c+d)</p>	<p>Nil</p> <p>Nil</p> <p>3,37,71,260</p>	<p>Nil</p> <p>Nil</p> <p>55.74%</p>	<p>Nil</p> <p>Nil</p> <p>54.20%</p>
Details of acquisition / sale			
<p>a) Shares carrying voting rights acquired/sold</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>
<p>b) VRs acquired/sold otherwise than by shares</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>

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/sold	Nil	Nil	Nil
d)	Shares encumbered/invoked/released by the acquirer	Pledge over shares of Hulst B.V., which sold 33,50,000 equity shares carrying voting rights of the TC as set out in the NOTE below	Pledge over shares of Hulst B.V., which sold 33,50,000 equity shares aggregating to approximately 5.53% of the equity share capital carrying voting rights of the TC as set out in the NOTE below	Pledge over shares of Hulst B.V., which sold 33,50,000 equity shares aggregating to approximately 5.38% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis as set out in the NOTE below.
e)	Total (a+b+c+/-d)	33,50,000	5.53%	5.38%
After the acquisition/sale holding of:				
a)	Shares carrying voting rights	Nil	Nil	Nil
b)	Shares encumbered with the acquirer	3,04,21,260	3,04,21,260	3,04,21,260

c) VRs otherwise than by shares	Nil	Nil	Nil
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	Nil	Nil	Nil
e) Total (a+b+c+d)	3,04,21,260	50.20%	48.82%
Mode of acquisition / sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Pledge of 100% of the share capital of Hulst B.V., which in turn holds equity shares of the Target Company, as set out in the NOTE below.		
Date of acquisition /sale of shares/ VR or date of receipt of intimation of allotment of shares whichever is applicable.	The 2% limit was breached on August 4, 2021.		
Equity share capital / total voting capital of the TC before the said acquisition /sale	INR 60,59,93,490 comprising 6,05,99,349 equity shares of face value of INR 10 each.		
Equity share capital/ total voting capital of the TC after the said acquisition /sale	INR 60,59,93,490 comprising 6,05,99,349 equity shares of face value of INR 10 each.		
Total diluted share/voting capital of the TC after the said sale	INR 62,31,38,490 comprising 6,23,13,849 equity shares of face value of INR 10 each ^(a) .		

Note:

(a) The fully diluted share capital includes the conversion of all the employee stock options over the period of 4 years.

(*) 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 i.e. as on June 30, 2021.

(**) 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 i.e. as on June 30, 2021.

NOTE:

Hulst B.V., an entity incorporated in the Netherlands, holds, as on the date of this filing, 3,04,21,260 equity shares carrying voting rights of Coforge Limited (formerly known as NIIT Technologies Limited) (the “**Target Company**”), comprising 50.20% of the equity share capital of the Target Company approximately. Hulst B.V. is classified as a promoter of the Target Company. The entire equity share capital of Hulst B.V. is subject to a pledge as described below.

Hulst B.V. (the “**Borrower**”) has availed financing from Deutsche Bank AG, Singapore Branch, ING Bank N.V., Singapore Branch, Nomura Singapore Ltd, Crédit Agricole Corporate and Investment Bank, Hong Kong Branch, Siemens Bank GmbH Singapore Branch, Standard Chartered Bank (Singapore) Limited (Registration No. 201224747C) and Sumitomo Mitsui Banking Corporation Singapore Branch, Bank Sinopac, Singapore, Woori Bank, Singapore, SinoPac Capital International (HK) Limited, Hong Kong, NEC Capital Solutions Limited, Taishin International Bank, Taiwan, E.SUN Commercial Bank, Ltd, Taiwan, CTBC Bank Co., Ltd, Hong Kong, Sumitomo Mitsui Trust bank, Limited Singapore Branch, KGI Bank Co., Ltd, Taiwan, Far Eastern International Bank, Ltd, Taiwan (collectively, the “**Lenders**”) pursuant to a facility agreement dated June 11, 2021 (the “**Facility Agreement**”). In relation to such financing arrangement, a pledge of shares (as indicated below) has been created in favour of DB International Trust (Singapore) Limited acting as the pledgee and security agent, (the “**Security Agent**”) for the Lenders under the Facility Agreement.

Sr. No.	Pledgor	Company whose shares are Pledged
1.	Kruisberg B.V. <i>(incorporated in the Netherlands)</i>	Hulst B.V. <i>(incorporated in the Netherlands)</i>

The Borrower sold 33,50,000 equity shares of the Target Company aggregating to 5.53% of the paid up equity share capital of the Target Company through open market sales on August 4, 2021.

It should be noted that while there is no release of any encumbrance of equity shares of the Target Company, given that the entire share capital of the Borrower is subject to the aforementioned pledge, this disclosure is being made under Regulation 29(2) read with Regulation 29(4) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to update the stock exchanges in relation to the sale of 33,50,000 equity shares by the Borrower and the subsequent reduction in the indirect pledge to 3,04,21,260 equity shares representing 50.20% of the voting share capital of the Target Company.

Signature of the ~~acquirer / seller~~ / Authorized Signatory



Name: Ajoy Kumar

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: August 12, 2021



Deutsche Bank AG, Hong Kong Branch
Level 60
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong SAR

12 August, 2021

Coforge Limited	BSE Limited	The National Stock Exchange of India Limited
8, Balaji Estate,	Listing Department	Listing Department
First Floor,	P.J. Towers,	Exchange Plaza, Plot No. C/1, G Block,
Guru Ravi Das Marg, Kalkaji,	Dalal Street,	Bandra Kurla Complex, Bandra,
New Delhi – 110019	Mumbai – 400 001	Mumbai – 400 051

Dear Sir,

Sub: Disclosure under Regulation 29(2) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Please find attached the disclosure under Regulation 29(2) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Yours faithfully,

Name: Ajoy Kumar
Designation: Vice President
Date: 12 August, 2021

