

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	<p>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 Limited; Standard Chartered Bank (Singapore) Limited; E. Sun Commercial Bank, Ltd.; Taipei Fubon Commercial Bank Co., Ltd; Sumitomo Mitsui Banking Corporation Singapore Branch, Woori Bank, Singapore, Bank Sinopac Company Limited, Taipei, Taishin International Bank, Taipei, Siemens Bank GmbH, CTB Bank Co Ltd, Hong Kong, KGI Bank, Taipei, Credit Agricole Corporate and Investment Bank, Hong Kong, Yuanta Commercial Bank , Taipei, KEB Hana Bank , Hong Kong and Far Eastern International Bank Ltd, Taipei as set out in the NOTE below.</p> <p>DB International (Asia) Limited in its capacity as PAC with DB International Trust (Singapore) Limited.</p>		
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)	Pledge over shares of Hulst B.V., which held 42,571,260 equity shares carrying voting rights of the TC as set out in the NOTE	Pledge over shares of Hulst B.V., which held 42,571,260 equity shares aggregating to	Pledge over shares of Hulst B.V., which held 42,571,260 equity shares aggregating to

	below.	approximately 70.28% of the paid-up equity share capital carrying voting rights of the TC as set out in the NOTE below	approximately 68.46% 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.
c) Voting rights (VR) 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)	Nil	Nil	Nil
e) Total (a+b+c+d)	42,571,260	70.28%	68.46%
Details of acquisition / sale			
a) Shares carrying voting rights acquired/sold	Nil	Nil	Nil
b) VRs acquired/sold otherwise than by shares	Nil	Nil	Nil
	Nil	Nil	Nil

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			
d) Shares encumbered/invoked/released by the acquirer	Pledge over shares of Hulst B.V., which sold 3,800,000 equity shares carrying voting rights of the TC as set out in the NOTE below	Pledge over shares of Hulst B.V., which sold 3,800,000 equity shares carrying voting rights aggregating to approximately 6.28% 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 3,800,000 equity shares aggregating to approximately 6.11% 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)	3,800,000	6.28%	6.11%
After the acquisition/sale holding of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares encumbered with the acquirer	Pledge over shares of Hulst B.V., which holds 38,771,260 equity shares carrying voting rights of the TC	Pledge over shares of Hulst B.V., which holds 38,771,260 equity shares aggregating to approximately 64.00% of the paid-up equity share capital	Pledge over shares of Hulst B.V., which holds 38,771,260 equity shares aggregating to approximately 62.35% of the paid-up equity share capital

		carrying voting rights of the TC	carrying voting rights of the TC on a fully diluted basis.
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)	38,771,260	64.00%	62.35%
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.	From Aug 09, 2019 to October 26, 2020 The 2% limit was breached on October 26, 2020		
Equity share capital / total voting capital of the TC before the said acquisition /sale	INR 60,57,55,690 comprising 6,05,75,569 equity shares of face value of INR 10 each.		
Equity share capital/ total voting capital of the TC after the said acquisition /sale	INR 60,57,55,690 comprising 6,05,75,569 equity shares of face value of INR 10 each.		
Total diluted share/voting capital of the TC after the said sale	INR 62,18,62,410 comprising 6,21,86,241 equity shares of face value of INR 10 each.		

Note:

(*) 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 September 30, 2020

(**) 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 September 30, 2020.

NOTE:

Hulst B.V., an entity incorporated in the Netherlands, holds, as on the date of this filing, 3,87,71,260 equity shares carrying voting rights of Coforge Limited (formerly known as NIIT Technologies Limited) (the “**Target Company**”), comprising 64% 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 Limited; Standard Chartered Bank (Singapore) Limited; E. Sun Commercial Bank, Ltd.; Taipei Fubon Commercial Bank Co., Ltd; Sumitomo Mitsui Banking Corporation Singapore Branch, Woori Bank, Singapore, Bank Sinopac Company Limited, Taipei, Taishin International Bank, Taipei, Siemens Bank GmbH, CTB Bank Co Ltd, Hong Kong, KGI Bank, Taipei, Credit Agricole Corporate and Investment Bank, Hong Kong, Yuanta Commercial Bank , Taipei, KEB Hana Bank , Hong Kong and Far Eastern International Bank Ltd, Taipei (collectively, the “**Lenders**”) pursuant to a facility agreement dated 9 May 2019, read with an amendment request letter to the facility agreement dated August 4, 2019 (collectively, 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 38,00,000 equity shares of the Target Company aggregating to 6.28% of the paid up equity share capital of the Target Company through open market sales on October 26, 2020.

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 38,00,000 equity shares by the Borrower and the subsequent reduction in the indirect pledge to 3,87,71,260 equity shares representing 64% of the voting share capital of the Target Company.

For and on behalf of DB International Trust (Singapore) Limited



Name: Ajoy Kumar

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: October 28, 2020