

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

Part A - Details of the Acquisition

Name of the Target Company (TC)	Coforge Limited (formerly known as NIIT Technologies Limited)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquire	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, E.SUN Commercial Bank, Ltd, Bank Sinopac and Sumitomo Mitsui Banking Corporation Singapore Branch per the NOTE below.		
Whether the acquirer 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 acquisition 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 acquisition under consideration, holding of acquirer along with PACs of: #			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	2,44,21,260	40.09%	39.15%

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)	2,44,21,260	40.09%	39.15%
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
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	Please refer to the NOTE below	Please refer to the NOTE below.	Please refer to the NOTE below.
e) Total (a+b+c+/-d)	N.A.	N.A.	N.A.
After the acquisition/sale holding of:			
a) Shares carrying voting rights	Nil	Nil	Nil

b) Shares encumbered with the acquirer	2,44,21,260	40.09%	39.15%
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)	2,44,21,260	40.09%	39.15%
Mode of acquisition / sale (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.)	Additional 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.	July 25, 2022		
Equity share capital / total voting capital of the TC before the said acquisition/sale	INR 60,92,13,620 comprising 6,09,21,362 equity shares of face value of INR 10 each.		
Equity share capital/ total voting capital of the TC after the said acquisition/sale	INR 60,92,13,620 comprising 6,09,21,362 equity shares of face value of INR 10 each.		
Total diluted share/voting capital of the TC after the said sale	INR 62,37,68,110 comprising 62,376,811 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 June 30, 2022.*

*(**) 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.*

NOTE:

Hulst B.V., an entity incorporated in the Netherlands, holds, as on the date of this filing, 2,44,21,260 equity shares carrying voting rights of Coforge Limited (formerly known as NIIT Technologies Limited) (the “**Target Company**”), comprising 40.09% 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 disclosed *vide* disclosure dated July 2, 2021.

Hulst B.V. (the “**Borrower**”) has further entered into an amendment agreement dated July 25, 2022 (“**Amendment Agreement**”) to the original facility agreement dated June 11, 2021 (“**Original Agreement**”). Pursuant to the Amendment Agreement in addition to the security created under the Original Agreement, Kruisberg B.V., has created a further pledge over 100% of the shares of the Borrower in favour of DB International Trust (Singapore) Limited acting as the pledgee and the security trustee for the Lenders (“**Additional Pledge**”).

It should be noted that while there is no acquisition of equity shares of the of the Target Company, given that the entire share capital of the Borrower is subject to the aforementioned Additional 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 Additional Pledge.

Signature of the Authorised Signatory



Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 25 July 2022