

Nomura Singapore Limited

10 Marina Boulevard Marina Bay Financial Centre Tower 2, #36-01 Singapore 018983

UEN No. 197201440E

Telephone (65) 6433 6288 Facsimile (65) 6433 6188

30 October 2020

To:

The Department of Corporate Services **BSE Limited** Phiroze Jeejeebhoy Towers **Dalal Street** Mumbai – 400 001 Maharashtra, India

Phone No.: (022) 22721233/4, (022) 66545695

Fax No.: (022) 22721919

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (E) Mumbai - 400 051 Maharashtra, India

Phone No.: (022) 26598100 - 8114

Fax No.: (022) 26598120

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

Dear Sir/Madam.

This letter sets out the disclosure being made by Nomura Singapore Limited pursuant to Regulation 29(2) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to equity shares carrying voting rights of Coforge Limited (the "Target Company").

Nomura Singapore Limited had made a disclosure dated September 02, 2019 under Regulation 29(2) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to its following interests in the Target Company:

Nomura Singapore Limited held 0 equity shares of the Target Company.; and

Interest in approximately 4,162,113 equity shares of the Target Company pursuant to a pledge (the "Pledge") created over the entire share capital of Hulst B.V., the promoter of the Target Company which, as at the date of the aforementioned disclosure, held 43,722,066 equity shares carrying voting rights of the Target Company. Hulst B.V. has availed financing pursuant to a facility agreement dated 9 May 2019, as amended, restated and/or supplemented from time to time (the "Facility Agreement") from, amongst others, Nomura Singapore Limited and other lenders thereunder (the "Lenders"). In relation to such financing arrangement, the Pledge was 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.

Further to the aforementioned disclosure, Nomura Singapore Limited now holds the following interest in relation to the Target Company as on the date of this filing:



- (i) Nomura Singapore Limited holds 0 equity shares of the Target Company
- (ii) Interest in approximately 2,691,477 equity shares of the Target Company pursuant to the Pledge referred to in (b) above, as a result of Nomura Singapore Limited having, on 26 October 2020, reduced its interest in the loans availed by Hulst B.V. under the Facility Agreement.

S. No. Pledgor Company whose Shares are Pledged

1. Kruisberg B.V. (incorporated in the Netherlands)

the Netherlands)

Given that there has been a change in interest exceeding 2 (two) per cent of total shareholding from the last disclosure filed, Nomura Singapore Limited is filing this disclosure under Regulation 29(2) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to this change.

Please note that Nomura Singapore Limited is making this disclosure by way of abundant caution and the holdings of Nomura Singapore Limited in the Target Company are not aggregated since the interests are held by Nomura Singapore Limited in different capacities, and the transactions are adequately Chinese walled. The proprietary interest of Nomura Singapore Limited and the interest of Nomura Singapore Limited in the financing extended to Hulst B.V., should not be aggregated for the purpose of calculation of any thresholds under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or any law, foreign exchange or otherwise, made applicable to foreign portfolio investors.

Please see enclosed the disclosure by Nomura Singapore Limited in the prescribed format under Regulation 29(2) read with Regulation 29(4) of the SEBI Takeover Regulations in relation to the above.

We request you to kindly take the above on record and acknowledge receipt.



For and on behalf of Nomura Singapore Limited

Name: Kelvin Ho Teik Chye

Designation: Managing Director

Place: Singapore

Date: October 30, 2020 cc: Coforge Limited

8, Balaji Estate, First Floor,

Guru Ravi Das Marg,

Kalkaji,

New Delhi - 110019

Enclosed: Disclosure under Regulation 29(2) read with 29(4) of the SEBI Takeover Regulations.



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

Takeovers) negulations,	2011		
Name of the Target	Coforgo Limited (form	worky known on NIIT Toobnot	agina Limitad
Company (TC) Name(s) of the	Coforge Limited (formerly known as NIIT Technologies Limited)		
	Nomura Singapore Limited.		
acquirer and Persons			
Acting in Concert			
(PAC) with the			
acquirer Whether the acquirer	No.		
belongs to	NO.		
Promoter/Promoter			
group			
Name(s) of the	RSE Limited and the M	National Stock Exchange of	India Limited
Stock Exchange(s)	BOL LITTILES AND THE T	vational Stock Exchange of	india Elitiitea.
where the shares of			
TC are Listed			
Details of the	Number	% w.r.t.total share/voting	% w.r.t. total diluted
acquisition / disposal	140111001	capital wherever	share/voting capital of
as follows		applicable(*)	the TC (**)
Before the sale			
under consideration,			
holding of:			
71-1-10-0			
a) Shares carrying			. a was
voting rights	a) NIL	a) NIL	a) NIL
b) Shares in the	b) 2,955,270	b) 2,955,270	b) 2,955,270
nature of	equity shares	equity shares of	equity shares of
encumbrance	carrying	the TC	the TC
(pledge/ lien/ non-			
disposal undertaking/	voting rights	aggregating to	aggregating to
others)	of the TC	4.88% of the	4.75% of the
	pursuant to a	equity share	paid-up equity
	pledge over	capital carrying	share capital
	shares of	voting rights of	carrying voting
	Hulst B.V.,	the TC pursuant	rights of the TC
	which holds	to a pledge over	on a fully diluted
	42,571,260	shares of Hulst	basis pursuant to
	equity shares	B.V., which holds	a pledge over
	carrying	42,571,260	shares of Hulst
	voting rights	equity shares	B.V., which holds
		(6) 6)	
	of the TC as	carrying voting	42,571,260
	set out in the	rights	equity shares
	NOTE below	aggregating to	aggregating to
		approximately	approximately
		70.28% of the	68.46% of the
		equity share	paid-up equity
		capital carrying	share capital
		voting rights of	carrying voting
		the TC as set out	rights of the TC
		in the NOTE	on a fully diluted
		below.	basis as set out
		DEIOW.	pasis as set out



			in the NOTE
			below.
			, aciow.
c) Voting rights (VR) otherwise than by shares	c) NIL	c) NIL	c) NIL
d) Warrants/convertible	d) NIL	d) NIL	d) NIL
securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)			
e) Total (a+b+c+d)	(e) 2,955,270 equity shares carrying voting rights of the TC	(e) 4.88% of the paid-up equity share capital carrying voting rights of the TC.	(e) 4.75% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.
Details of acquisition/sale a) Shares carrying voting rights acquired/sold	a) NIL	a) NIL	a) NIL
b) VRs acquired /sold otherwise than by shares	b) NIL	b) NIL	b) 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	c) NIL	c) NIL	c) NIL
d) Shares encumbered / invoked/released by the acquirer	d) 263,793 equity shares of the TC pursuant to a Pledge over shares of Hulst B.V., which sold	d) 263,793 equity shares of the TC aggregating to 0.44% of the equity share capital carrying voting rights of	d) 263,793 equity shares of the TC aggregating to 0.42% of the paid-up equity share capital

	3,800,000	the TC pursuant	carrying voting
	equity shares	to a Pledge over	rights of the TC
	carrying	shares of Hulst	on a fully diluted
	voting rights	B.V., which sold	basis pursuant to
	of the TC as	3,800,000 equity	a Pledge over
	set out in the	shares carrying	shares of Hulst
	NOTE below ,	voting rights	B.V., which sold
	where the	aggregating to	3,800,000 equity
	reduction of	approximately	shares
	interest in	6.28% of the	aggregating to
	shares of the	equity share	approximately
	TC is due to	capital carrying	6.11% of the
	the reduction	voting rights of	paid-up equity
	of Nomura	the TC as set out	share capital
	Singapore	in the NOTE	carrying voting
	Limited's	below, where	rights of the TC
	interest in the	the reduction of	on a fully diluted
	loan(s)	interest in shares	basis as set out
	secured by	of the TC is due	in the NOTE
	the pledge	to the reduction	below., where
		of Nomura	the reduction of
		Singapore	interest in shares
		Limited's interest	of the TC is due
		in the loan(s)	to the reduction
		secured by the	of Nomura
		pledge	Singapore
			Limited's interest
			in the loan(s)
			secured by the
			pledge
			37 (c. 450-4)
(e)Total (a+b+c+/-d)	e) 263,793	e) 0.44%	e) 0.42%
After the			
acquisition/sale,			
holding of:			
a) Shares carrying voting rights	a) 0	a) 0.00%	a) 0.00%
Voting rights			
b) Shares	b) 2,691,477	b) 2,691,477	b) 2,691,477
encumbered with the	equity shares	equity shares of	equity shares of
acquirer	of the TC	the TC pursuant	the TC pursuant
	pursuant to a	to a Pledge over	to a Pledge over
		VEV	
	Pledge over	shares of Hulst	shares of Hulst
	Pledge over shares of	VEV	
	Pledge over shares of Hulst B.V.,	shares of Hulst	shares of Hulst
	Pledge over shares of Hulst B.V., which holds	shares of Hulst B.V., which holds	shares of Hulst B.V., which holds
	Pledge over shares of Hulst B.V.,	shares of Hulst B.V., which holds 38,771,260	shares of Hulst B.V., which holds 38,771,260

	carrying voting rights of the TC	64.00% of the paid-up equity share capital carrying voting rights of the TC	62.35% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis
c) VRs otherwise than by shares	c) NIL	c) NIL	c) 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	d) NIL	d) NIL	d) NIL
e) Total (a+b+c+d)	e) 2,691,477 equity shares carrying voting rights of the TC	e) 4.44% of the paid-up equity share capital carrying voting rights of the TC.	e) 4.33% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.
Mode of acquisition/sale (e.g. open market / offmarket / public issue / rights issue / preferential allotment / inter-se transfer etc).	availed by Hulst B.V. of the share capital of	Singapore Limited in its in Such loan(s) is/are secured Hulst B.V., which in turn host out in the NOTE below.	over a pledge of 100%
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 comp INR 10 each.	orising 6,05,75,569 equity st	nares of face value of
Equity share capital/ total voting capital of the TC after the said acquisition / sale*	INR 60,57,55,690 comp INR 10 each.	orising 6,05,75,569 equity st	nares of face value of

Total diluted	INR 62,18,62,410 comprising 6,21,86,241 equity shares of face value of
share/voting capital	INR 10 each.
of the TC after	
the said	
acquisition**	

- (#) Total share capital/voting capital taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement before the said acquisition, i.e. as on September 30, 2020
- (*) 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:

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S. No.	Pledgor	Company whose Shares are Pledged
1.	Kruisberg B.V. (incorporated in the Netherlands)	Hulst B.V. (incorporated in the Netherlands)

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For and on behalf of Nomura Singapore Limited

Name: Kelvin Ho Teik Chye Designation: Managing Director

Place: Singapore

Date: October 30, 2020
