

Date: December 22, 2023.

The Manager, Dept. of Corporate Services Bombay Stock Exchange Limited Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001 Scrip Code: 532541	The General Manager, Department of Corporate Services The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra, Mumbai – 400 051 NSE Symbol: COFORGE
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Sub: Transfer of shares held by Company in two wholly owned subsidiaries as part of group restructuring / consolidation plan

Ref: Intimation pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements), Regulations, 2015 (the ‘LODR Regulations’)

Dear Sir/Madam,

This is in continuation of our intimation dated July 20, 2023 related to entity simplification strategy and to achieve operational efficiency by merging the wholly owned subsidiaries of the Company in India.

In this context we further wish to inform you that the Company has entered into Share Purchase Agreement (‘SPA’) dated 21 December 2023 with its wholly owned subsidiary, Coforge DPA Private Limited (‘Acquirer’) for the transfer of 100% equity shares (including the beneficial ownership in the shares held by the nominee shareholders on its behalf) of its two wholly owned subsidiaries, namely, Coforge Services Ltd and Coforge SmartServe Ltd to the Acquirer. Pursuant to the execution of SPA and transfer of shares, the said two companies would continue to be within the same group.

The details as required under Regulation 30 of the LODR Regulations read with SEBI Circular No. CIR / CFD /CMD/4/2015 dated September 9, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed herewith as ‘**Annexure – I**’.

You are requested to take the above intimation on record and acknowledge the receipt.

Thanking You

Yours Faithfully,
For Coforge Limited

Barkha Sharma
Company Secretary / Compliance Officer
ACS: 24060

Details required under the SEBI (Listing Obligations and Disclosure requirements), Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 and SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Sr. No.	Particulars	Coforge Services Limited	Coforge SmartServe Limited
a)	the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year;	<p>During the financial year 2022-23:</p> <p>(i) Turnover (excl. other income) contributed by Coforge Services Limited was NIL, constituting 0% of the total consolidated turnover (excl. other incomes) of Rs. 8,014.60 crore of the Company.</p> <p>(ii) Net worth of Coforge Services Limited was Rs. 3.39 Crore, constituting 0.12% of the total consolidated net worth of Rs. 2,838.30 crore of the Company</p>	<p>During the financial year 2022-23:</p> <p>(i) Turnover (excl. other income) contributed by Coforge Smartserve Limited was Rs. 87 crore, constituting 1.09% of the total consolidated turnover (excl. other incomes) of Rs. 8,014.60 crore of the Company.</p> <p>(ii) Net worth of Coforge Smartserve Limited was Rs. 88.14 crore, constituting 3.10% of the total consolidated net worth of Rs. 2,838.30 crore of the Company</p>
b)	date on which the agreement for sale has been entered into;	21 December 2023	21 December 2023
c)	the expected date of completion of sale/disposal;	On or before 29 December 2023	On or before 29 December 2023
d)	consideration to be received from such sale/disposal;	Rs 3.48 crores	Rs 73.10 crores (by way of issue of equity shares of the Acquirer)
e)	brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof;	The Buyer i.e., Coforge DPA Private Limited is a wholly owned subsidiary company of the Seller, i.e., Coforge Limited.	The Buyer i.e., Coforge DPA Private Limited is a wholly owned subsidiary company of the Seller, i.e., Coforge Limited.

f)	whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	Yes, the transaction is within group companies. The consideration for the same has been determined basis an independent valuation report and will be carried out at arm’s length	Yes, the transaction is within group companies. The consideration for the same has been determined basis an independent valuation report and will be carried out at arm’s length
g)	whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Not Applicable	Not Applicable
h)	additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable	Not Applicable