

July 25, 2024

The Manager,
Department of Corporate Services
BSE Limited
Floor 25, P.J. Towers,
Dalal Street, Mumbai – 400 001
BSE Scrip code – 532541
Equity ISIN INE591G01017
Non-Convertible Bond ISIN INE591G08012

The General Manager,
Department of Corporate Services
The National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block, Bandra Kurla Complex,
Bandra, Mumbai – 400 051
NSE Symbol – COFORGE

Dear Sir(s),

Sub: Monitoring Agency Report for the quarter ended June 30, 2024

Ref.: Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 173A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

Pursuant to Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 173A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, please find enclosed the Monitoring Agency Report for the quarter ended June 30, 2024, issued by CRISIL Ratings Limited (Monitoring Agency) in respect of the utilization of proceeds raised through a Qualified Institutions Placement (QIP) by the Company.

Kindly take the same on record.

For Coforge Limited

Barkha Sharma
Company Secretary
ACS: 24060

Encl.: As above

**Monitoring Agency Report for
Coforge Limited
for the quarter ended
June 30, 2024**

Ratings



CRI/MAR/ NIITTL /2024-25/1124

July 24, 2024

To

Coforge Limited

8, Balaji Estate, Third Floor,

Guru Ravi Das Marg,

Kalkaji - 110 019, New Delhi, India

Dear Team,

Monitoring Agency Report for the quarter ended June 30, 2024 - in relation to the Qualified Institutional Placement ("QIP") of Coforge Limited ("the Company")

Pursuant to Regulation 173A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") and Monitoring Agency Agreement dated May 21, 2024, enclosed herewith the Monitoring Agency Report, issued by CRISIL Ratings Limited, Monitoring Agency, as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of QIP for the quarter ended June 30, 2024.

Request you to kindly take the same on records.

Thanking you,

For and on behalf of CRISIL Ratings Limited

Sushant Sarode

Director, Ratings (LCG)

Report of the Monitoring Agency (MA)

Name of the issuer: Coforge Limited

For quarter ended: June 30, 2024

Name of the Monitoring Agency: CRISIL Ratings Limited

(a) Deviation from the objects: No

(b) Range of Deviation: Not applicable

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013.

The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses. We confirm that we do not perceive any conflict of interest in such relationship/interest while monitoring and reporting the utilization of the issue proceeds by the issuer.

We have submitted the report herewith in line with the format prescribed by SEBI, capturing our comments, where applicable. There are certain sections of the report under the title "Comments of the Board of Directors", that shall be captured by the Issuer's Management / Audit Committee of the Board of Directors subsequent to the MA submitting their report to the issuer and before dissemination of the report through stock exchanges. These sections have not been reviewed by the MA, and the MA takes no responsibility for such comments of the issuer's Management/Board.

Signature: 

Name and designation of the Authorized Signatory: Sushant Sarode

Designation of Authorized person/Signing Authority: Director, Ratings (LCG)

Ratings



1) Issuer Details:

Name of the issuer:	Coforge Limited
Names of the promoter:	HULST B. V.
Industry/sector to which it belongs:	Computers - Software & Consulting

2) Issue Details

Issue Period:	Tuesday, May 21, 2024, to Monday, May 27, 2024
Type of issue (public/rights):	Qualified Institutional Placement (QIP)
Type of specified securities:	Equity Shares
Issue size:	Gross proceeds of Rs 22,400.00 million (Net proceeds of Rs 22,045.29 million*)

**CRISIL Ratings shall be monitoring the net proceeds.*

3) Details of the arrangement made to ensure the monitoring of issue proceeds:

Particulars	Reply	Source of information/certifications considered by Monitoring Agency for preparation of report	Comments of the Monitoring Agency	Comments of the Board of Directors
Whether all utilization is as per the disclosures in the Offer Document?	Yes	Management undertaking, Peer reviewed independent chartered accountant certificate ^, Placement Document, Bank Statements	No Comments	No Comments
Whether shareholder approval has been obtained in case of material deviations from expenditures disclosed in the Offer Document?	NA	Management Undertaking, Peer reviewed independent chartered accountant certificate^	No Comments	No Comments
Whether the means of finance for the disclosed objects of the issue has changed?	No		No Comments	No Comments
Is there any major deviation observed over the earlier monitoring agency reports?	NA		No Comments	No Comments
Whether all Government/statutory approvals related to the object(s) have been obtained?	No		No Comments	Refer note below
Whether all arrangements pertaining to technical assistance/collaboration are in operation?	NA		No Comments	No Comments
Are there any favorable events improving the viability of these object(s)?	No		No Comments	No Comments
Are there any unfavorable events affecting the viability of the object(s)?	No		No Comments	No Comments
Is there any other relevant information that may materially affect the decision making of the investors?	No		No Comments	No Comments

NA represents Not Applicable

^Certificate dated July 11, 2024, issued by M/s Ghosh Khanna & Co. LLP, Chartered Accountants (Firm Registration Number: 003366N), Peer-reviewed Independent Chartered Accountant.

Note:

As presented by the Company in the management undertaking, pursuant to filing of the notification with the appropriate authority (The Hart- Scott-Rodino Antitrust Improvements Act of 1976 ("Act"), USA), the prescribed waiting period under the Act has

expired and hence, the Company is hereby eligible to proceed with the proposed acquisition of a majority stake in the Target Company in accordance with the provisions of the Act. Since the period to receive any observations under HSR was completed on June 28, 2024 at 11:59 pm and the next two days were weekends, the transaction couldn't be consummated before June 30, 2024.

4) Details of object(s) to be monitored:

i. Cost of the object(s):

Sr. No.	Item Head	Source of information/certification considered by MA for preparation of report	Original cost (as per the Offer Document) (Rs in million)	Revised Cost (Rs in million)	Comment of the Monitoring Agency	Comments of the Board of Directors		
						Reason of Cost revision	Proposed financing option	Particulars of firm arrangements made
1	Proposed acquisition of the equity shares of Cigniti including all associated costs in relation to the Proposed Acquisition	Management undertaking, Peer reviewed independent chartered accountant certificate ^, Placement Document	22,045.29	NA	No revision	No Comments	No Comments	No Comments

^Certificate dated July 11, 2024, issued by M/s Ghosh Khanna & Co. LLP, Chartered Accountants (Firm Registration Number: 003366N), Peer-reviewed Independent Chartered Accountant.

ii. Progress in the object(s):

Sr. No.	Item Head#	Source of information/certifications considered by Monitoring Agency for preparation of report	Amount as proposed in the Offer Document (Rs in million)	Amount utilized (Rs in million)			Total unutilized amount (Rs in million)	Comments of the Monitoring Agency	Comments of the Board of Directors	
				As at beginning of the quarter	During the quarter	At the end of the quarter			Reasons for idle funds	Proposed course of action
1	Proposed acquisition of the equity shares of Cigniti including all associated costs in relation to the Proposed Acquisition	Management undertaking, Peer reviewed independent chartered accountant certificate ^, Placement Document, Bank Statements	22,045.29	Nil	39.13	39.13	22,006.16	Refer note	No Comments	No Comments

^Certificate dated July 11, 2024, issued by M/s Ghosh Khanna & Co. LLP, Chartered Accountants (Firm Registration Number: 003366N), Peer-reviewed Independent Chartered Accountant.

Note:

Out of the utilized proceeds of Rs 39.13 million, Rs 33.32 million was transferred from Monitoring account of the Company to current account of the Company. This transfer was to reimburse the Company for expenses paid related to acquisition of equity shares of Cigniti.

#Brief description of objects:

Object of the Issue	Description of objects as per the offer document filed by the issuer
Proposed acquisition of the equity shares of Cigniti including all associated costs in relation to the Proposed Acquisition	<p>Subject to the terms of the SPA 1, the Company has agreed to purchase from the promoters and members of the promoter group of Cigniti (“Cigniti Promoter Group Shareholders”) up to 8,945,295 equity shares for a price of ₹ 1,415 per equity share, held by the Cigniti Promoter Group Shareholders in Cigniti. The acquisition pursuant to the SPA 1 is agreed to be made in two tranches, as specified below:</p> <p>i. initial tranche of 2,754,696 equity shares representing 10.00% of the paid-up share capital of Cigniti, on a fully diluted basis, at ₹ 1,415 per equity share aggregating to a purchase consideration of ₹ 3,897.89 million, from the Cigniti Promoter Group Shareholders simultaneously with the acquisition of equity shares from the Identified Public Shareholders as described below; and</p> <p>ii. in the event of shareholding of the Company in Cigniti not reaching 54.00 % of the paid up share capital of Cigniti, on a fully diluted basis, pursuant to the Open Offer, as described below, the Company is required, under the SPA 1, to acquire such number of equity shares from the Cigniti Promoter Group Shareholders to reach 54% of the total paid up share capital of Cigniti, on a fully diluted basis.</p>

iii. Deployment of unutilised proceeds^:

S. No.	Type of instrument where amount is invested	Amount invested (in Rs million)	Maturity date	Earnings as on June 30, 2024 (in Rs million)	Return on Investment (%) *	Market value as at the end of quarter (in Rs million)
1	ICICI Bank - FD - 003110143761	50.00	5-Jul-24	0.01	4.75	50.01
2	ICICI Bank - FD - 003110143076	52.50	5-Jul-24	0.21	5.50	52.71
3	ICICI Bank - FD - 003110143513	51.00	5-Jul-24	0.07	4.25	51.07
4	ICICI Bank - FD - 003110143077	52.00	5-Jul-24	0.19	5.00	52.19
5	ICICI Bank - FD - 003110143078	52.50	5-Jul-24	0.19	5.00	52.69
6	ICICI Bank - FD - 003110143079	52.00	5-Jul-24	0.19	5.00	52.19
7	HDFC Bank - FD - 50300979987334	5,000.00	5-Jul-24	23.57	5.75	5,023.57

8	HDFC Bank - FD - 50300979986920	1,125.45	27-Aug-24	6.57	7.10	1,132.02
9	HSBC Bank - FD - 054836424052	5,500.00##	2-Jul-24	4.90	6.50	5,504.90
10	ICICI Bank - FD - 000410548836	9,019.73#	28-Sep-24	50.78	6.85	9,070.51
11	ICICI Bank - FD - 000410548838	1,013.45	28-Sep-24	5.71	6.85	1019.16
12	Balance in Company's Monitoring Account maintained with ICICI Bank	37.53 [§]	-	-	-	37.53
	Total	22,006.16	-	92.39	-	22,098.55

[^]On the basis of management undertaking and certificate dated July 11, 2024, issued by M/s Ghosh Khanna & Co. LLP, Chartered Accountants (Firm Registration Number: 003366N), Peer-reviewed Independent Chartered Accountant.

Note:

*Rate of interest and maturity date has been considered as applicable on maturities/pre maturities till the date of signing of the report.

#Total FD is for Rs 9,121.07 million, out of which only Rs 9,019.73 million pertains to net proceeds, and Rs 101.34 million pertains to Company's internal accruals.

##Total FD is for Rs 5,520.00 million, out of which only Rs 5,500.00 million pertains to net proceeds, and Rs 20.00 million pertains to Company's internal accruals.

§As at quarter ended June 30, 2024, Company's Monitoring account balance stands at Rs 37.76 million, out of which Rs 37.53 million pertains to net proceeds and Rs 0.23 million pertains to the interest earned on matured FDs.

iv. Delay in implementation of the object(s):

Object(s)	Completion Date		Delay (no. of days/ months)	Comments of the Board of Directors	
	As per the Offer Document	Actual		Reason of delay	Proposed course of action
Not applicable [^]					

[^]On the basis of management undertaking and certificate dated July 11, 2024, issued by M/s Ghosh Khanna & Co. LLP, Chartered Accountants (Firm Registration Number: 003366N), Peer-reviewed Independent Chartered Accountant.

5) Details of utilization of proceeds stated as General Corporate Purpose amount in the offer document:

Not applicable on the basis of management undertaking and certificate dated July 11, 2024, issued by M/s Ghosh Khanna & Co. LLP, Chartered Accountants (Firm Registration Number: 003366N), Peer-reviewed Independent Chartered Accountant.

Disclaimers:

- a) *This Report is prepared by CRISIL Ratings Limited (hereinafter referred to as "Monitoring Agency" / "MA" / "CRL"). The MA has taken utmost care to ensure accuracy and objectivity while developing this Report based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The views and opinions expressed herein do not constitute the opinion of MA to deal in any security of the Issuer in any manner whatsoever.*
- b) *This Report has to be seen in its entirety; the selective review of portions of the Report may lead to inaccurate assessments. For the purpose of this Report, MA has relied upon the information provided by the management /officials/ consultants of the Issuer and third-party sources like statutory auditors (or from peer reviewed CA firms) appointed by the Issuer believed by it to be accurate and reliable.*
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Ratings

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