

Hulst B.V.

Jupiter Building,
Herikerbergweg 88,
1101 CM Amsterdam,
the Netherlands.

July 27, 2022

To,

Coforge Limited
(Erstwhile NIIT Technologies Limited)
8, Balaji Estate, 3rd Floor,
Guru Ravi Das Marg, Kalkaji,
New Delhi – 110019

BSE Limited
Listing Department
P.J. Towers,
Dalal Street,
Mumbai – 400 001

The National Stock Exchange of India Limited
Listing Department
Exchange Plaza,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra,
Mumbai – 400 051

Disclosure under the Securities And Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Please find attached a disclosure under Regulation 31(1) read with Regulation 28(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”), as prescribed pursuant to SEBI circular dated August 7, 2019.

Signature of the Authorised Signatory

Place: Amsterdam, the Netherlands
Date: July 27, 2022



G.J. van Spall

Disclosure of reasons for encumbrance

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

Name of listed company	Coforge Limited (formerly known as NIIT Technologies Limited).
Name of the recognised stock exchanges where the shares of the company are listed	BSE Limited and National Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	Hulst B.V.
Total promoter shareholding in the listed company	No. of shares – 2,44,21,260 % of total share capital – 40.09%
Encumbered shares as a % of promoter shareholding	100% (<i>Please refer to Note 1 below</i>)
Whether encumbered share is 50% or more of promoter shareholding	Yes (<i>Please refer to Note 1 below</i>)
Whether encumbered share is 20% or more of total share capital	Yes (<i>Please refer to Note 1 below</i>)

Details of all the existing events/ agreements pertaining to encumbrance

		Encumbrance 1: (Date of creation of encumbrance: June 30, 2021)	Encumbrance 2: (Date of creation of encumbrance: July 25, 2022)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Indirect Pledge	Indirect Pledge
No. and % of shares encumbered		No. of shares – 2,44,21,260 % of total share capital – 40.09%	No. of shares – 2,44,21,260 % of total share capital – 40.09%
Specific details about the encumbrance	Name of the entity in whose favour the shares are encumbered	DB International Trust (Singapore) Limited acting as (i) the pledgee and (ii) the security agent (the “Pledgee”), for Deutsche Bank AG, Singapore Branch, ING Bank N.V., Singapore Branch, Nomura Singapore Ltd, Crédit Agricole Corporate and Investment Bank,	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

		Hong Kong Branch, Siemens Bank GmbH Singapore Branch, Standard Chartered Bank (Singapore) Limited and Sumitomo Mitsui Banking Corporation Singapore Branch as set out in the disclosure dated July 5, 2021.	Bank GmbH Singapore Branch, Standard Chartered Bank (Singapore) Limited, E.SUN Commercial Bank, Ltd, Bank Sinopac and Sumitomo Mitsui Banking Corporation Singapore Branch. <i>(Please refer to the Note 1 below)</i>
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	DB International Trust (Singapore) Limited is a Singapore incorporated and MAS licensed trust business company. It undertakes trustee, fiduciary and custody services.	DB International Trust (Singapore) Limited is a Singapore incorporated and MAS licensed trust business company. It undertakes trustee, fiduciary and custody services.
	Names of all other entities in the agreement	DB International Trust (Singapore) Limited, Kruisberg B.V. and Hulst B.V.	DB International Trust (Singapore) Limited, Kruisberg B.V. and Hulst B.V. <i>(Please refer to Note 1 below)</i>
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No.	No.
Security cover / Asset cover	Value of shares on the date of event / agreement (A)	Not Applicable, since this is an indirect pledge	Not Applicable, since this is an indirect pledge <i>(Please refer to Note 1 below)</i>
	Amount involved (against which shares have been encumbered) (B)	US\$326,940,125.80.	US\$ 276,400,000.00
	Ratio of A/B	Not Applicable	Not Applicable
End use of money	Borrowed amount to be utilized for what purpose – (a) Personal use by promoters and PACs	(a) the amount has been borrowed by Hulst in connection with the acquisition of shares of Coforge Limited (“ Target ”	(a) the amount has been borrowed by Hulst in connection with the acquisition of shares of the Target Company.

	<p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>(a) Any other reason (please specify)</p>	<p>Company”).</p> <p>Repayment to be undertaken in accordance with the terms of the Original Facility Agreement (as defined below).</p>	<p>Repayment to be undertaken in accordance with the terms of the Amendment Agreement (as defined below).</p>
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Note 1:

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 3, 2021.

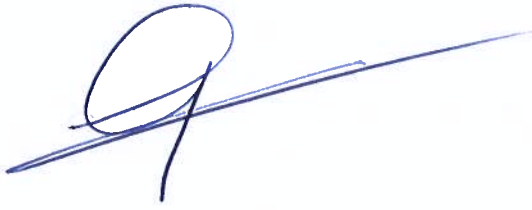
Hulst B.V. (the “**Borrower**”) has further entered into an amendment agreement dated July 25, 2022 (“**Amendment Agreement**”) to the original facility agreement dated June 11, 2021 (“**Original Agreement**”). Pursuant to the Amendment Agreement, in addition to the security created under the Original 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**”).

Given that the entire share capital of Hulst is subject to the aforementioned Additional Pledge, this disclosure is being made in accordance with the terms of the circular issued by the Securities and Exchange Board of India bearing reference number SEBI/HO/CFD/DCR1/CIR/P/2019/90 and dated August 7, 2019.

Signature of Authorised Signatory:

Place: Amsterdam, the Netherlands

Date: 27 July, 2022

A handwritten signature in blue ink, consisting of a large, stylized 'G' followed by a long horizontal stroke that extends to the right.

G.J. van Spall