

Date: May 27, 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 Madam / Sir

Sub: Proposed Qualified Institutions Placement of equity shares of face value ₹ 10 each (“Equity Shares”) (such placement, the “Issue”) by Coforge Limited (the “Company”) under Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and Sections 42 and 62 of the Companies Act, 2013, as amended

Please refer to our letter dated May 21, 2024 intimating you about the meeting of the Fund Raising Committee (“Committee”) to be held on May 27, 2024 (which commenced at 09:00 pm and concluded at 09:32 pm) in respect of the Issue.

The Issue was opened on May 21, 2024 and the same was intimated to you *vide* our letter dated May 21, 2024. We wish to inform you that the Committee at its meeting held today i.e. May 27, 2024 has, *inter alia*, passed the following resolutions:

- a. Approved the closure of the Issue today (i.e. May 27, 2024) pursuant to the receipt of application forms and the funds in the escrow account from the eligible qualified institutional buyers in accordance with the terms of the Issue;
- b. Determined and approved, in accordance with the SEBI ICDR Regulations, the allocation of up to 48,69,565 Equity Shares at an Issue price of ₹ 4,600 per Equity Share (including a premium of ₹ 4,590 per Equity Share) upon the closure of the Issue, determined according to the formula prescribed under Regulation 176(1) of the SEBI ICDR Regulations, as amended, for the Equity Shares to be allotted to the eligible qualified institutional buyers in the Issue;
- c. Approved and finalized the confirmation of allocation note to be sent to eligible qualified institutional buyers, intimating them of the allocation of Equity Shares pursuant to the Issue;
- d. Approval of the updated Unaudited Pro Forma Condensed Combined Financial Statements, due to a change in the disclosure of impact in earnings per share. The changes made are related to and on account of actualisation of Issue Price, being ₹4,600 per Equity Share as opposed to the Floor Price, being ₹4,531.4. The total consideration for acquisition of Cigniti has been considered at ₹22,400 million, resulting in issuance of 4,869,565 Equity Shares (“**Updated Unaudited Pro Forma Condensed Combined Financial Statements**”); and
- e. Approved and adopted the placement document dated May 27, 2024, in connection with the Issue.
- f. Copy of this intimation is being also made available on the website of the Company at <https://www.coforge.com/investors/disclosure-under-listing-regulations>.

A copy of the Updated Unaudited Pro Forma Condensed Combined Financial Statements is enclosed herewith.

We request you to kindly take this on records, and the same be treated as compliance under Regulation 30 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015, as amended.

Thanking you

Yours faithfully
For **Coforge Limited**

Barkha Sharma
Company Secretary
ACS: 24060
Encl.: As above

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2024

Coforge Limited (the “Company”) is a global enterprise information technology solutions and services company offering its clients comprehensive capabilities in product engineering services, intelligent automation services, data and integration services, cloud and infrastructure management services, software engineering services and business process management services.

Cigniti Technologies Limited (“Cigniti”) is an Indian company headquartered in Hyderabad, India and through a mix of on-shore and off-shore capabilities Cigniti offers (i) quality engineering services, (ii) digital engineering services, and (iii) digital assurance services. Cigniti also offers advisory and transformation consultancy, and these offerings include test tooling advisory, test benchmarking, automation advisory, maturity advisory, development operational consulting services, AI strategizing, data architecture advisory, among others.

On May 2, 2024, our Company entered into: (i) a share purchase agreement with Cigniti and the promoters of Cigniti (“**Cigniti Promoters**”) to acquire 8,945,295 equity shares (“**Cigniti Promoter Shares**”), constituting 32.77% of the paid up share capital of Cigniti and 32.47% of the expanded voting share capital of Cigniti (“**SPA 1**”); and (ii) a share purchase agreement with certain identified public shareholders of Cigniti (“**Identified Public Shareholders**”) to acquire 4,884,796 equity shares (“**Identified Public Shareholder Shares**”) constituting 17.89% of the paid up share capital of Cigniti and 17.73% of the expanded voting share capital of Cigniti (“**SPA 2**”, and together with SPA 1, the “**SPAs**”). Our Company has agreed to acquire 14,875,358 equity shares of Cigniti (“**Cigniti Equity Shares**”) at ₹ 1,415 per Cigniti Equity Share. The completion of the acquisition of Cigniti (“**Acquisition**”) is subject to the satisfaction of certain conditions precedent, including the receipt of prior written approvals from/ under: (i) the Competition Commission of India, and (ii) the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (“**Mandatory Statutory Approvals**”).

Pursuant to the execution of SPAs to acquire in excess of 25% of the Cigniti Equity Shares and control over Cigniti, our Company is required to make an open offer to the public shareholders of Cigniti in terms of Regulation 3(1) and 4 of the Takeover Regulations (“**Open Offer**”). The total consideration for the Open Offer, assuming full acceptance, is ₹ 10,134,527,150 (“**Maximum Consideration**”). Our Company has opened an escrow account with an escrow bank and the escrow bank has provided a bank guarantee of ₹ 1,773 million and our Company has made a cash deposit of ₹ 101million, being 1% of the Maximum Consideration. In terms of Regulation 22(2) and the proviso to Regulation 22(2A) of the Takeover Regulations, subject to our Company depositing in the open offer escrow account, cash of an amount equal to 100% of the Maximum Consideration, our Company may, after the expiry of 21 days from date of the DPS, subject to fulfilment or waiver of the conditions set forth in the SPAs, complete the Initial Promoter Closing and the closing under SPA 2 and appoint its directors on the board of Cigniti pursuant to the SPAs.

Upon (a) the receipt of the Mandatory Statutory Approvals and the completion of the conditions precedent under the SPAs, (b) the completion of 21 workings days, as defined in the SPA, from the date of the detailed public statement in terms of Regulations 3(1) and 4 read with Regulations 13(4), 14(3), 15(2) and other applicable regulations of the Takeover Code to the public shareholders of Cigniti (“**DPS**”) pursuant to the Open Offer, and (c) subject to the completion of the qualified institutional placement of equity shares of our Company, our Company will complete the acquisition of 10% of the expanded voting share capital from the Cigniti Promoters (“**Initial Tranche Closing**”).

Upon completion of the Open Offer, if the shareholding of our Company in Cigniti does not exceed 54.00% of the expanded voting share capital and 54.49% of the paid up share capital of Cigniti, our Company will acquire such further number of Cigniti Equity Shares from the Cigniti Promoters, such that the shareholding of our Company does not exceed 54.00% of the expanded voting share capital and 54.49% of the paid up share capital of Cigniti (“**Final Tranche Closing**”).

The Company proposes to undertake the Acquisition in two tranches – initially, the Company will acquire 2,754,696 equity shares of Cigniti, representing 10.00% of the share capital of Cigniti, as the initial acquisition tranche, at a price of ₹ 1,415/- per equity share, aggregating to ₹ 3,897.89 million from the promoters of Cigniti. Subsequently, and subject to the shareholding of our Company not reaching 54% of the share capital of Cigniti following an Open Offer, the Company will purchase the remaining of the equity shares from the members of the promoter and promoter group of Cigniti. While the Company has announced the Acquisition and has entered into the SPAs, the consummation of the Acquisition remains subject to completion of customary conditions and receipt of approvals.

In terms of SPA 1, our Company and Cigniti have agreed in principle for a potential merger of Cigniti into our Company (“**Merger**”). Towards this end, our Company and Cigniti have agreed to convene a meeting of their board of directors within 45 business days of the Open Offer closing date or the Final Tranche Closing to consider the Merger.

The unaudited pro forma combined financial statements are based on the respective historical consolidated financial statements of the Company and Cigniti as adjusted to give effect to the acquisition and merger and the related changes to equity. The unaudited pro forma condensed combined statements of profit and loss is for the year ended March 31, 2024 to give effect to these transactions as if they had occurred on April 1, 2023. The unaudited pro forma condensed combined balance sheet as of March 31, 2024 gives effect to these transactions as if they had occurred on March 31, 2024.

The assumptions and estimates underlying the unaudited adjustments to the pro forma condensed combined financial statements are described in the accompanying notes, which should be read together with the pro forma condensed combined financial statements. The unaudited pro forma combined financial statements should be read together the historical consolidated financial statements of the Company and Cigniti in the placement document.

Proforma Condensed Combined Balance Sheet

Amount in Rs Million

Particulars	Consolidated balance sheet of Coforge Limited as on March 31, 2024	Consolidated balance sheet of Cigniti Technologies Limited as on March 31, 2024	Proforma Adjustments	Proforma Adjustments on account of Reclassification	Notes	Proforma Condensed Combined Balance Sheet of Coforge Limited
	A	B	C	D		E=A+B+C+D
ASSETS						
Non-current assets						
Property, plant and equipment	4,470	230	-			4,700
Right-of-use assets	2,927	175	-			3,102
Capital work-in-progress	232	-	-			232
Goodwill	11,738	740	26,075		3	38,553
Other intangible assets	4,395	68	8,179		4	12,642
Financial assets						
Investments	-	28	-			28
Trade receivables	1,464	-	-			1,464
Other financial assets	590	96	-			686
Income tax assets (net of provisions)	285	91	-			376
Deferred tax assets (net)	5,583	91	-			5,674
Other non-current assets	3,368	-	-			3,368
Total non-current assets	35,052	1,519	34,254	-		70,825
Current assets						
Inventories	-	-	-			-
Contract assets	1,791	-	-			1,791
Financial assets						
Investments	-	2,471	-			2,471
Trade receivables	18,039	3,186	-			21,225
Cash and cash equivalents	3,213	1,040	1,309	(3)	1, 11 (a)	5,559
Other bank balances	139	565	-	3	1, 11 (a)	707
Other financial assets	178	1,048	-			1,226
Other current assets	2,665	230	-			2,895
Total current assets	26,025	8,540	1,309	-		35,874
TOTAL ASSETS	61,077	10,059	35,563	-		106,699
EQUITY AND LIABILITIES						
Equity						
Equity share capital	618	273	(190)		1	701
Other equity	35,648	7,108	32,783		1	75,539
Equity attributable to owners of Coforge Limited	36,266	7,381	32,593	-		76,240
Non-controlling interests ("NCI")	1,003	-	-		1	1,003
TOTAL EQUITY	37,269	7,381	32,593	-		77,243
Liabilities						
Non-current liabilities						
Financial liabilities						
Borrowings	3,399	-	-			3,399
Lease liabilities	2,317	86	-			2,403
Trade payables	627	-	-			627
Other financial liabilities	253	-	563		1	816
Employee benefit obligations	1,304	241	-			1,545
Deferred tax liabilities	466	-	2,051		4	2,517
Other non-current liabilities	127	-	-			127
Total non-current liabilities	8,493	327	2,614	-		11,434
Current liabilities						
Financial liabilities						
Borrowings	967	349	-			1,316
Lease liabilities	577	137	-			714
Trade payables	8,062	1,139	-	(272)	11 (b)	8,929
Other financial liabilities	2,375	80	355	272	7, 11 (b)	3,082
Employee benefit obligations	417	189	-			606
Other current liabilities	2,917	299	-			3,216
Current tax liabilities (net)	-	158	-			158
Total current liabilities	15,315	2,351	355	-		18,021
TOTAL LIABILITIES	23,808	2,678	2,969	-		29,455
TOTAL EQUITY AND LIABILITIES	61,077	10,059	35,562	-		106,698

Proforma Condensed Combined Statement of Profit and Loss

Amount in Rs Million, unless otherwise stated

Particulars	Consolidated statement of profit and loss of Coforge Limited for the year ended March 31, 2024 Historical	Consolidated statement of profit and loss of Cigniti Technologies Limited for the year ended March 31, 2024 Historical	Proforma Adjustments	Proforma Adjustments on account of Reclassification	Notes	Proforma Condensed Combined statement of profit and loss for the year ended March 31, 2024
	A	B	C	D		E=A+B+C+D
Revenue from operations	91,790	18,150	-			109,940
Other income	614	331	-			945
Total income	92,404	18,481	-	-		110,885
Expenses						
Purchases of stock-in-trade / contract cost	94	-	-			94
Employee benefits expense	55,069	11,242	-			66,311
Hired contractors costs	-	2,861	-	(2,861)	11 (c)	-
Finance costs	1,256	41	-			1,297
Depreciation and amortisation expense	3,186	303	901		4	4,390
Other expenses	22,350	1,830	945	2,861	8,11(c)	27,986
Total expenses	81,955	16,277	1,846	-		100,078
Profit before exceptional items and tax	10,449	2,204	(1,846)	-		10,807
Exceptional items	-	-	-			-
Profit before tax	10,449	2,204	(1,846)	-		10,807
Income tax expense:						
Current tax	2,493	580	-			3,073
Deferred tax	(400)	(32)	(224)		4	(656)
Total tax expense	2,093	548	(224)	-		2,417
Profit for the year	8,356	1,656	(1,622)	-		8,390
Profit is attributable to:						
Owners of Coforge Limited	8,080	1,656	(1,622)			8,114
Non-controlling interests	276	-	-			276
	8,356	1,656	(1,622)	-		8,390
Earnings per equity share (of Rs 10 each) attributable to owners of Coforge Limited						
Basic earnings per share (Rs.)	131.6	60.7				116.4
Diluted earnings per share (Rs.)	129.6	60.4				114.9

Coforge Limited

Notes to the unaudited pro forma condensed consolidated financial statements as at and for the year ended March 31, 2024

(All amounts in INR million, unless otherwise stated)

Basis of Preparation

The historical consolidated financial statements have been adjusted in the pro forma condensed combined financial statements to give effect to pro forma events that (a) are directly attributable to the Merger and (b) are factually supportable.

Historical financial information as stated in condensed consolidated financial position as at March 31, 2024 and condensed consolidated statement of profit and loss for the year then ended, has been prepared based on audited consolidated financial statement of the respective companies prepared in accordance with Indian Accounting Standards (Ind AS) notified under the companies (Indian Accounting Standards) Rules, 2015.

The historical financial of Cigniti has been adjusted to match the classification of the historical financial information of the Company, as at and for the year ended March 31, 2024.

The combined pro forma financial information has been prepared by the management of the Company considering the acquisition method as per the principles of Ind AS 103 – Business combination. Accordingly, we have provisionally allocated the purchase consideration and fair value of non controlling interest to the estimated fair value of assets acquired and liabilities assumed and recognised the difference between aggregate of purchase consideration and fair value of non controlling interest vis-a-viz net assets as goodwill in the proforma consolidated combined balance sheet as at March 31, 2024.

The combined pro forma financial information does not reflect the adjustment arising on account of any expected cost savings or other synergies from the acquisition of Cigniti and other planned cost savings initiatives following the completion of the business combination.

The adjustments made to the proforma financial statement are included in the following sections.

The proforma financial statement is based on:

- a) the consolidated Balance Sheet and consolidated Statement of Profit and Loss of the Company as at and for the year ended March 31, 2024; and
- b) the consolidated Balance Sheet and consolidated Statement of Profit and Loss of Cigniti as at and for the year ended March 31, 2024
- c) Acquisition related adjustments
- d) Inter group elimination / reclassification adjustments
- e) Adjustment to recognise the impact of allocation of PC paid/payable

The assumptions and estimates underlying the unaudited adjustments to the unaudited proforma financial statement are described in the accompanying notes, which should be read together with the unaudited proforma financial statement. The unaudited proforma financial statement should be read together with the historical audited consolidated financial statements of the Company and Cigniti in the Placement Document.

These pro forma financial statements are not in accordance with article 11 of the SEC regulations.

Proforma adjustments

The proforma adjustments are based on our preliminary estimates and assumptions that are subject to change:

Acquisition related adjustments:

The acquisitions have been recorded on the basis of Ind AS 103 Business Combinations.

1. The purchase price of INR 21,091 as on the date of acquisition had been allocated to the acquired assets and liabilities based on purchase price allocation ("PPA") available with the Company as at March 31, 2024 assessed on a provisional basis as follows:

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Notes to the unaudited pro forma condensed consolidated financial statements as at and for the year ended March 31, 2024

(All amounts in INR million, unless otherwise stated)

Particulars	Amount Rs. Mn
Purchase consideration for 54.00% stake	21,091
Fair value of Non-controlling interest determined on the basis of proportionate share (46.00%)	17,930
Total consideration (A)	39,021
Tangible Assets acquired (B)	9,251
Liabilities assumed (C)	(3,241)
Fair value of identified intangibles acquired (refer Note 4 below) (D)	8,247
Deferred tax liability on intangibles (refer Note 5 below) (E)	(2,051)
Goodwill (F=A-B-C-D-E)	26,815

Total purchase consideration of Rs. 21,091 to be settled through banking channels to be paid to various selling shareholders.

Goodwill and intangible assets have been calculated on the basis of allocation of purchase consideration to assets acquired and liabilities assumed by the Group based on their respective fair values as at March 31, 2024, on provisional basis.

Liability assumed includes Rs 563 on account of contingent liabilities, which the Company believes would get crystallised basis the preliminary assessment.

There is intangible asset of Rs 68 is as per historical financial statement of Cigniti as at March 31, 2024. Additionally, intangible asset of Rs 8,179 is recognised in proforma as proforma adjustment. The goodwill of Rs 26,815 is inclusive of goodwill of Rs 740 as per historical financial statement of Cigniti as at March 31, 2024; and balance Rs. 26,075 is recognised as part of this acquisition.

Adjustment in Equity Share capital and other equity as at March 31, 2024

Particulars	Equity Share Capital	Other Equity
Issuance of equity share for QIP proceeds (Refer Note 5)	49	22,351
Issuance of equity shares for the shareholder of Cigniti as share swap (Refer Note 9)	34	17,895
Elimination of share capital of Cigniti to give effect to merger accounting	(273)	(7,108)
Impact of transaction related expenses and other acquisition related expenses (Refer Note 7)		(355)
Total Adjustments	190	32,783

Adjustment in cash and cash equivalents as at March 31, 2024

Particulars	Cash and cash equivalents
Proceeds from QIP (Refer Note 5)	22,400
Payment to the shareholders of Cigniti for 54% acquisition (Refer Note 1)	(21,049)
Commission (Brokerage) paid	(42)
Total other adjustments	1,309

Coforge Limited

Notes to the unaudited pro forma condensed consolidated financial statements as at and for the year ended March 31, 2024

(All amounts in INR million, unless otherwise stated)

- Investment amounting to Rs 21,091 being the consideration for acquiring 14,875,358 equity shares for 54.00% stake in Cigniti paid to various shareholders. The consideration has been computed basis the open offer and acquisition from promoters made on May 2, 2024 at a share price of Rs. 1,415/- per share. It has been assumed that the open offer shall be successful and the Company shall be able to acquire 54% through the same.
- Goodwill of Rs. 26,815 has been recognised as at March 31, 2024, being the excess of the aggregate of the estimated purchase consideration and fair value of non-controlling interest determined on the basis of proportionate share (46%) over the value of net assets (including intangibles) acquired.
- Customer relationship amounting to Rs. 7,921, and non-compete fees amounting to Rs. 326 valued by an independent valuer cumulatively amounting to Rs. 8,247, has been recognized under the head 'Other Intangible assets' in the proforma balance sheet as at March 31, 2024.

Further, the Group has estimated following useful life of the identifiable intangibles.

Intangibles	Years
Customer relationship	10
Non – Compete fees	3

Deferred tax Liability amounting to Rs. 2,051 has been recorded as at March 31, 2024 on the identified fair value of intangibles as above.

The cumulative amortisation expense amounting to Rs. 901 for the year ended March 31, 2024 has been included in the proforma statement of profit and loss for the year ended March 31, 2024. Further, reversal of deferred tax liability of Rs. 224 relating to amortisation of intangibles has been considered for in the proforma statement of profit and loss for the year ended March 31, 2024.

The goodwill and other acquisition related adjustments computed in case of acquisition of the above business are based on purchase price allocation ("PPA") available with the Company as at March 31, 2024 assessed on a provisional basis. The final PPA will be determined when the Company has completed detailed valuations and necessary calculations. The final allocation could differ materially from the provisional allocation used in proforma adjustments. The final allocation may include (1) changes in allocations to specified intangible assets as well as goodwill and (2) other changes to assets and liabilities. Adjustment, resulting from changes in PPA, shall be carried out in the consolidated financial statements of the Company for the year ending March 31, 2025.

- Issuance of 4,869,565 number of equity shares at value of Rs 4,600/- (being issue price) (face value of Rs 10 and premium of Rs 4,590 per share) through Qualified Institutional Placement (QIP) for settlement of purchase consideration (refer para 1) and other expenses. Accordingly, Rs 49 and Rs 22,351 has been recorded under equity share capital and other equity respectively in the proforma balance sheet as at March 31, 2024.
- The funds so raised in QIP above has been utilised to pay Rs 21,049 for payment of purchase consideration to the selling shareholders, as referred in note 1 and related commission of Rs. 42.
- The transaction cost relating to QIP amounting to Rs. 355 has been recorded as reduction to equity and corresponding impact in other financial liabilities.
- Other expenses amounting to Rs. 945 related to the acquisition of Cigniti has been recorded in the proforma statement of profit and loss.

Coforge Limited

Notes to the unaudited pro forma condensed consolidated financial statements as at and for the year ended March 31, 2024

(All amounts in INR million, unless otherwise stated)

Merger related adjustment:

9. In terms of SPA 1, Coforge Limited and Cigniti have agreed in principle to approve the merger of Cigniti into Coforge Limited (“Merger”). Towards this end, the Company and Cigniti have agreed to convene a meeting of their board of directors within 45 business days of the Open Offer closing date or the Final Tranche Closing to consider the Merger. Accordingly, effect of merger has been considered for preparation of these proforma financial statement. It is assumed that the Company will issue 3,406,802 equity shares of the Company to the shareholders of Cigniti. For such share swap transaction, the share price of the Company has been considered Rs. 5,263/- (being closing share price as on May 27, 2024 at National Stock Exchange, India) (face value of Rs 10) and the share price of Cigniti has been considered Rs. 1,415/- equivalent to offer price. Accordingly, Rs 34 and Rs 17,895 has been recorded under equity share capital and other equity respectively in the proforma balance sheet as at March 31, 2024.

Intragroup elimination adjustments:

10. There are no Intragroup transactions and balances for the year ended March 31, 2024.

Reclassification adjustments:

11. There are certain reclassification adjustments recorded in Cigniti’s financial statements to align with the groupings done by the Group.

Balance sheet reclassification as at March 31, 2024:

- (a) Reclassification of unpaid dividend of Rs 3 from Cash & cash equivalent to other bank balances to reflect the classification as per the Company.
- (b) Reclassification of payable to employees of Rs 272 from Trade payable to Other financial liabilities to reflect the classification as per the Company.

Statement of profit and loss account for the year ended March 31, 2024:

- (c) Reclassification of Hired contractor cost of Rs 2,861 to other expenses to reflect the classification as per the Company.

Earnings per share (EPS):

Proforma EPS calculation for the year ended March 31, 2024 has been based on proforma statement of profit and loss of respective year /period and the assumption that the 8,276,367 equity shares issued as part of both the transactions were in issue for the whole year for which proforma financial statement have been presented.

Calculation of EPS adjusted for one time transaction related expenses

Particulars	Amount in INR
Profit is attributable to Owners of Coforge Limited (Rs. In Mn)	8,114
Adjustment on profit for acquisition related expenses considered in proforma financial statement (Rs. In Mn)	945
Profit without considering the impact of above acquisition related expenses attributable to Owners of Coforge Limited (Rs. In Mn)	9,059
Basic earnings per share (adjusted for one time transaction related expenses)	130.0/-