

April 23, 2026

The Manager,
Department of Corporate Services
BSE Limited
Floor 25, P.J. Towers,
Dalal Street, Mumbai – 400 001
BSE Scrip code: 532541
Equity ISIN: INE591G01025

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

Dear Sir/Madam,

Subject: Disclosure under Regulations 30 and 30A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (“SEBI Listing Regulations”), as an outcome of Board Meeting

This is in furtherance to our original intimation dated December 26, 2025 and other intimations made wrt approvals received for Encora transaction since December. Pursuant to Regulations 30, 30A and other applicable provisions of the SEBI Listing Regulations, it is hereby informed that the Board of Directors of the Company (“Board”) at their meeting held today, i.e. April 23, 2026, *inter alia* transacted the following matters:

- 1. Approval of second amendment agreement to the SSPA**
The company has now entered into second amendment agreement to the SSPA to be entered into by and amongst the Company, the Target Companies and the Investors, to propose and record the revised terms in relation to *inter alia* clarification of the timing and manner of funding Encora US Holdco, Inc. and Encora Holdings Limited by the Company (or its Group companies). (“Second Amendment Agreement”). The details regarding the Second Amendment Agreement are enclosed in Annexure A, as required under Regulation 30 and Regulation 30A of SEBI Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026.
- 2. Availing of a loan facility of up to USD 550 million**
Further, in accordance with the agreed funding structure, the Board approved availing of a loan facility of up to USD 550 million from banks, financial institutions and/or other lenders, which is proposed to be secured, *inter alia*, by charge over certain assets of the Company, on such terms and conditions as may be agreed with the lenders by upon execution of a facilities agreement dated April 23, 2026 (“Facilities Agreement”). The details regarding the Facilities Agreement are enclosed in Annexure B, as required under Regulation 30 and Regulation 30A of SEBI Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026.
- 3. Creation of hypothecate/mortgage/ pledge and/or create charge on all or any properties of the company**
In connection with the proposed transaction under the Share Subscription and Purchase Agreement (“SSPA”) and to ensure that the Company maintains sufficient financial flexibility to support future growth and operational needs, the Board approved creation of hypothecate/mortgage/ pledge and/or create charge on all or any properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the banks/ financial institutions/ companies/ any other lender and trustees/ agents (as applicable) for the holders of debentures/ bonds/ other instruments and/or any other non-convertible and/or other partly/fully convertible instruments/securities (hereinafter referred to as the “Lending Agencies”), to secure the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company or any third party in respect of borrowings availed of from such Lending Agencies within the overall borrowing powers delegated to the Board subject to shareholder approval under Section 180(1)(a) of the Companies Act, 2013. This approval is for creation of charge required to secure the loan facility of up to USD 550 million as mentioned above at point 2.
- 4. Allotment of equity shares of the company on a preferential basis pursuant to a share swap arrangement**
The Board at its meeting held on December 26, 2025 had approved the issuance of 9,37,96,508 equity shares having a face value of INR 2 each, at a price of INR 1,815.91 per equity share (“Equity Shares”) on a preferential basis for an aggregate consideration of INR 1,70,32,60,16,842 (Indian Rupees Seventeen Thousand Thirty-Two

Crore Sixty Lakh Sixteen Thousand Eight Hundred Forty-Two only) to Encora Holdco Limited and AI Altius Parent (Cayman) Limited (“Proposed Allottees”), as consideration other than cash. Pursuant to the postal ballot notice dated December 26, 2025, and in accordance with the applicable provisions of law, the aforesaid proposal to issue Equity Shares of the Company on preferential basis has been approved by the shareholders of the Company by way a Special Resolution on January 25, 2026.

Further, the Board approved the allotment of 9,37,96,508 (Nine Crore Thirty Seven Lakh, Ninety Six Thousand Five Hundred and Eight Only) fully paid-up Equity Shares to the following Proposed Allottees, at a price of INR 1,815.91 (Indian Rupees One Thousand Eight Hundred and Fifteen and Ninety One Paise Only) per Equity Share, where INR 2 (Indian Rupees Two) is the face value and INR 1,813.91 (Indian Rupees One Thousand Eight Hundred Thirteen and Ninety One Paise Only) is the premium per Equity Share (the “Issue Price”)

S N	Name of Allottee (“Proposed Allottees”)	Number of Equity Shares allotted	Issue price (in ₹)	Total consideration (in ₹)
1.	Encora Holdco Limited	3,68,96,613	1,815.91	67,00,09,28,513
2.	AI Altius Parent (Cayman) Limited	5,68,99,895	1,815.91	1,03,32,50,88,329
Total		9,37,96,508		1,70,32,60,16,842

Pursuant to the above allotment, the issued, subscribed and paid-up capital of the Company shall be as under:

Particulars	Before Allotment		After Allotment	
	Number of Shares	Value in INR (face value of INR 2/- each)	Number of Shares	Value in INR (face value of INR 2/- each)
Authorized Capital	51,00,00,000	1,02,00,00,000	51,00,00,000	1,02,00,00,000
Issued, Subscribed and Paid-up Capital	33,58,50,618	67,17,01,236	42,96,47,126	85,92,94,252

The aforementioned equity shares so allotted shall rank *pari passu* with the existing equity shares of the Company.

Further, in continuation to our intimation dated December 26, 2025 under Regulation 30 of SEBI Listing Regulations in relation to *inter alia* the execution of Share Subscription and Share Purchase Agreement (“SSPA”) dated December 26, 2025 for the acquisition of Encora US Holdco, Inc. and Encora Holdings Limited, we wish to inform that the Company has completed the aforesaid acquisition in accordance with the SSPA. The details regarding the SSPA and the preferential issue pursuant thereto as required under Regulation 30 and Regulation 30A (as applicable) of SEBI Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 have been disclosed in our intimation dated December 26, 2025 available at: <https://www.coforge.com/hubfs/Outcome-of-Board-Meeting-26December-25.pdf> (refer to Annexures A to C).

5. Infusion of funds and subscription to shares of Encora US Holdco, inc. (“company 1”) and Encora Holdings Limited (“company 2”)

In accordance with the Share Subscription and Share Purchase Agreement executed on December 26, 2025, First Amendment Agreement to the Share Subscription and Share Purchase Agreement dated December 26, 2025 executed on January 28, 2026 and Second Amendment Agreement to the Share Subscription and Share Purchase Agreement dated December 26, 2025 executed on April 23, 2026 (collectively, “SSPA”), the Board approved to subscribe to common stock of Company 1 by infusion of Company 1 Funding Amount (*as defined below*) and ordinary shares of Company 2 by infusion of Company 2 Funding Amount (*as defined below*). The details of the subscription of the securities of both the target companies are provided below (“Proposed Subscription”):

Sr. No.	Name of the target company	Number of shares proposed to be subscribed	Subscription Amount
1.	Encora US Holdco, Inc.	3459.2 shares of common stock	USD 280,000,000 ("Company 1 Funding Amount")
2.	Encora Holdings Limited	68,01,007.6 ordinary shares	USD 270,000,000 ("Company 2 Funding Amount")
Total			USD 550,000,000

The Proposed Subscription will be carried out in compliance with the relevant provisions of the Companies Act, 2013, the Foreign Exchange Management Act, 1999, as well as the Foreign Exchange Management (Overseas Investment) Rules, 2022, the Foreign Exchange Management (Overseas Investment) Regulations, 2022, the Foreign Exchange Management (Overseas Investment) Directions, 2022, along with any other laws and regulations that may be applicable to such transactions.

6. Appointment of additional directors and non-executive directors on the board of the company
On the recommendation of the Nomination and Remuneration Committee, the Board has approved the appointment of Shweta Jalan (DIN: 00291675) and Atin Hirachand Jain (DIN: 08948630) and as Additional Directors (Non-Executive Directors) on the Board of the Company with effect from April 23, 2026, liable to retire by rotation, subject to approval of the shareholders. Further, they are not debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority.

The details required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, are enclosed herewith as Annexure C.

This is for the information of the Exchanges and the Members.

Thanking You,
Yours Faithfully,

For Coforge Limited

Barkha Sharma
Company Secretary & Compliance Officer

Encl.: As above

Annexure A

Disclosure under paragraphs (5) of Part (A) to Schedule III of the SEBI Listing Regulations read with Regulations 30 and 30A of the SEBI Listing Regulations

Second Amendment Agreement to the Share Subscription and Share Purchase Agreement

S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered.	Coforge Limited (the “Company”), Encora US Holdco, Inc. and Encora Holdings Limited. (collectively, the “Target Companies”), Encora Holdco Limited and AI Altius Parent (Cayman) Limited (collectively, the “Investors”) are parties to the Second Amendment Agreement to the Share Subscription and Share Purchase Agreement dated December 26, 2025 (“Second Amendment Agreement”).
2.	Date of entering into the agreement.	Second Amendment Agreement dated April 23, 2026
3.	If the listed entity is a party to the agreement.	Listed entity, i.e., the Company is a party to the Second Amendment Agreement.
i.	details of the counterparties (including name and relationship with the listed entity);	Target Companies: Encora US Holdco, Inc. and Encora Holdings Limited Investors: Encora Holdco Limited and AI Altius Parent (Cayman) Limited. The Target Companies and the Investors are not a related party of the Company.
4.	Purpose of entering into the agreement.	The Second Amendment Agreement records the revised terms in relation to <i>inter alia</i> clarification of the timing and manner of funding the Target Companies by the Company (or its Group companies).
5.	Shareholding, if any, in the entity with whom the agreement is executed.	As on the date of this disclosure, the Company has allotted 36,896,613 Equity Shares to Encora Holdco Limited and 56,899,895 Equity Shares to AI Altius Parent (Cayman) Limited.
6.	Significant terms of the agreement (in brief), special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure, etc.	The key terms of the Second Amendment Agreement are <i>inter-alia</i> (1) clarification of the timing and manner in which the Company (or its Group companies) shall fund the Encora US Holdco, Inc. and Encora Holdings Limited funding amounts following the relevant acquisitions and related steps; (2) permitting the Company to structure the funding through equity investment in a form reasonably acceptable to the parties; and (3) update to the Company’s equity shareholding pattern in Encora Holdings Limited as of the Closing Date (as defined in the SSPA), along with a clarification that such shareholding is subject to finalisation closer to the Closing Date and excludes additional issuances pursuant to further capital infusion.

7.	Extent and the nature of impact on management or control of the listed entity.	There will be no change in control over the listed entity, i.e., the Company, on account of the terms agreed under the Second Amendment Agreement.
8.	Details and quantification of the restriction or liability imposed upon the listed entity.	NA
9.	Whether, the said parties are related to promoter / promoter group / group companies in any manner? If yes, nature of relationship.	Not applicable.
10.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”?	The transaction does not fall within the related party transaction.
11.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	Please refer to our earlier disclosures dated December 26, 2025 and January 28, 2026 available at following weblinks: https://www.bseindia.com/xml-data/corpfiling/AttachHis/4729ead0-a83b-45bd-b6a6-3dffbd89f746.pdf . https://www.bseindia.com/xml-data/corpfiling/AttachHis/11f85636-1fa0-4c44-abb4-4fe2f0d0d69e.pdf
12.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Please see our response to point 5 and point 6 above.
13.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (a) name of parties to the agreement; (b) nature of the agreement; (c) date of execution of the agreement; (d) details of amendment and impact thereof or reasons of termination and impact thereof.	Please refer to the disclosures above.

Annexure B

Disclosure under paragraphs (5) of Part (A) to Schedule III of the SEBI Listing Regulations read with Regulations 30 and 30A of the SEBI Listing Regulations

Facilities Agreement		
S. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered.	(a) Coforge Limited (the “Company”), (b) Catalyst Trusteeship Limited (as facility agent) and (c) JPMorgan Chase Bank, N.A., Bank of America, N.A., New Delhi Branch, Citibank, N.A., New Delhi Branch, The Hongkong and Shanghai Banking Corporation Limited, Gurugram, India and BNP Paribas, New Delhi Branch (as lenders).
2.	Date of entering into the agreement.	Facilities Agreement dated April 23, 2026
3.	If the listed entity is a party to the agreement.	Listed entity, i.e., the Company is a party to the Facilities Agreement.
4.	details of the counterparties (including name and relationship with the listed entity);	Facility Agent: Catalyst Trusteeship Limited Lenders: (a) JPMorgan Chase Bank, N.A.; (b) Bank of America, N.A., New Delhi Branch; (c) Citibank, N.A., New Delhi Branch; (d) The Hongkong and Shanghai Banking Corporation Limited, Gurugram, India; and (e) BNP Paribas, New Delhi Branch. The Facility Agent and the Lenders are not a related party of the Company.
5.	Purpose of entering into the agreement.	The Company availing facilities for the purpose of primary investment into equity shares of Encora Holdings Limited and Encora US Holdco, Inc. (“Target Companies”).
6.	Size of agreement.	USD 550 million (equivalent to INR 5,156,85,27,065.00 at an assumed exchange rate of 1 USD = INR 93.76) @ fixed interest rate of 4.6% per annum.
7.	Shareholding, if any, in the entity with whom the agreement is executed.	NA
8.	Significant terms of the agreement (in brief), special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure, etc.	The Facilities Agreement is to sanction a secured loan to the Company for a tenor of 3 years. The Facilities Agreement does not contain terms pertaining to right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure.
9.	Extent and the nature of impact on management or control of the listed entity.	NA

10.	Whether, the said parties are related to promoter / promoter group / group companies in any manner? If yes, nature of relationship.	None of the parties to the agreement are related to promoter / promoter group / group companies.
11.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”?	NA
12.	In case of issuance of shares to the parties, details of issue price, class of shares issued.	NA
13.	In case of loan agreements, details of lender/borrower, nature of the loan, total amount of loan granted/taken, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders / by the borrowers for such loan or in case outstanding loans lent to a party or borrowed from a party become material on a cumulative basis;	<p>Lenders: (a) JPMorgan Chase Bank, N.A.; (b) Bank of America, N.A., New Delhi Branch; (c) Citibank, N.A., New Delhi Branch (d) The Hongkong and Shanghai Banking Corporation Limited, Gurugram, India; and (e) BNP Paribas, New Delhi Branch,</p> <p>Borrower: Coforge Limited,</p> <p>Nature: Secured loan for a tenor of 3 years, with repayment starting after 6 months of draw down.</p> <p>Total amount outstanding: N.A., (e)</p> <p>Date of execution of the Facilities Agreement: April 23, 2026</p> <p>Details of security: First ranking pari passu charge over the hypothecated assets which includes current assets and moveable fixed assets of Coforge Limited to be created.</p>
14.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Nil
15.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): (a) name of parties to the agreement; (b) nature of the agreement; (c) date of execution of the agreement; (d) details of amendment and impact thereof or reasons of termination and impact thereof.	NA

Annexure C

Disclosure under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026

Sl. No.	Particulars	Shweta Jalan (DIN: 00291675)	Atin Hirachand Jain (DIN: 08948630)
1.	Reason for change viz. appointment	Appointment as an Additional Director (Non-Executive Director)	Appointment as an Additional Director (Non-Executive Director)
2.	Date of appointment and terms of appointment	Appointment as an Additional Director (Non-Executive Director) effective from April 23, 2026, subject to approval of the Shareholders of the Company on the terms and conditions as contained in the Letter of Appointment.	Appointment as an Additional Director (Non-Executive Director) effective from April 23, 2026, subject to approval of the Shareholders of the Company on the terms and conditions as contained in the Letter of Appointment.
3.	Brief Profile	Shweta Jalan is Managing Partner at Advent Private Equity and has been part of the firm since 2009. She is Head of Asia for Advent and is part of the core 13 member Managing Partner committee that oversees Advent globally. She holds MBA degree from NIMC and BSc from St. Xavier's College Kolkata.	Atin is a Director at Advent Private Equity with fifteen years of experience. He has been part of the Advent team since 2019. He covers Technology investments across US and India, and Healthcare investments in India; driving 20+ investments and M&As in his career. Atin holds MBA degree from IIM Ahmedabad.
4.	Disclosure of relationships between directors	Shweta Jalan is not related to any of the Directors of the Company.	Atin Hirachand Jain is not related to any of the Directors of the Company.
5.	Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 and NSE Circular with ref. no. NSE/CML/2018/24, dated 20th June, 2018.	Shweta Jalan is not debarred from holding the office of director on account of any order of SEBI or any other such authority.	Atin Hirachand Jain is not debarred from holding the office of director on account of any order of SEBI or any other such authority.