

# RANJEET PANDEY & ASSOCIATES

## Company Secretaries

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai – 400001.

Dear Sir,

**Sub: Application for “In-principle approval” prior to issue and allotment of 9,37,96,508 equity shares of Rs. 2/ each on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for consideration other than in cash.**

We, Ranjeet Pandey & Associates, a firm of Practising Company Secretaries, have verified the relevant records and documents of “**COFORGE LIMITED**” (hereinafter to be referred as “Company”) with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) have sold any equity shares of the Company during the 90 trading days preceding the relevant date. Further, the Company does not have any promoter/ promoter group entity.
- b) Encora Holdco Ltd. (UK) and AI Altius Parent (Cayman) Limited does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- c) The proposed allottees does not have any pre-preferential shareholding in the Company.
- d) The Company does not have any promoter/ promoter group entity, and accordingly, allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018 to ineligible promoter(s) or the promoter group is not applicable.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that AOA does not prescribe valuation requirement for proposed preferential issue.
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2025-2026 is more than 5% of the post issue fully diluted share capital of the issuer.

**FOR RANJEET PANDEY & ASSOCIATES  
COMPANY SECRETARIES**

**CS RANJEET PANDEY**  
**M. NO. FCS 5922**  
**CP NO. 6087**  
**UDIN: F005922G002860367**

**DATE: 26/12/2025**  
**PLACE: NEW DELHI**