

## Coforge Limited

8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji New Delhi-110019, India  
Tel: +91-11-41029297 | Fax: +91-11-26414900  
Email: investors@coforgetech.com | Corporate Website: www.coforgetech.com  
CIN: L72100DL1992PLC048753

**Coforge**  
Engage With The Emerging

## FAQs on Invitation for Participation – 2021

### *Disclaimer*

*In relation to the ADS Offering, a registration statement on Form F-1 (the "Registration Statement") has been publicly filed with the U.S. Securities and Exchange Commission ("SEC") on November 15, 2021, but has not yet become effective. The Registration Statement and all subsequent amendments may be accessed through the SEC's website at [www.sec.gov](http://www.sec.gov).*

*The ADSs may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective under the Securities Act of 1933, as amended. This communication shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of, the securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. The securities referred to herein have not been and will not be registered under the applicable securities laws of any jurisdiction outside of the United States of America.*

### **A) Key Terms:**

#### **1) Key Terms:**

- i. **Company:** Coforge Limited ("Coforge")
- ii. **Equity Shares:** Fully paid-up equity shares of the Company
- iii. **ADS:** American Depositary Share
- iv. **Stock Exchanges:** The recognized stock exchanges where the Equity Shares are presently listed namely, BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE")
- v. **Coforge Board:** The board of directors of Coforge Limited
- vi. **Registrar to the ADS Offer / Share Escrow Agent:** Link Intime India Private Limited
- vii. **Cash Escrow Agent / Custodian:** Deutsche Bank AG, Mumbai Branch
- viii. **Depository:** Deutsche Bank Trust Company Americas

## Coforge Limited

8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji New Delhi-110019, India  
Tel: +91-11-41029297 | Fax: +91-11-26414900  
Email: investors@coforgetech.com | Corporate Website: www.coforgetech.com  
CIN: L72100DL1992PLC048753

**Coforge**  
Engage With The Emerging

### B) About Tender Offer Process:

#### 2) **What is the background to the tender offer?**

Coforge board passed a resolution dated July 6, 2021 and the shareholders of the Company passed a special resolution dated July 30, 2021, approving the raising of capital through various means, including through the issue and allotment of ADSs.

Pursuant to the above authorizations, such raising of capital (including through the issue and allotment of ADSs) may be undertaken in one or more tranches through: (i) a transfer of existing Equity Shares by eligible shareholders of the Company not exceeding 18,500,000 Equity Shares; or (ii) a fresh issue of Equity Shares by the Company within an overall limit of INR 3,750 million; or (iii) a combination of (i) and (ii), as decided by the Coforge Board in accordance with applicable laws.

Pursuant to the resolution passed by the Coforge Board on November 15, 2021, the Company has approved the issue of ADSs through the transfer of Equity Shares by existing shareholders of the Company (the "**ADS Offering**"). Accordingly, the Company has invited all of its Equity Shareholders to participate as a Selling Shareholder in a public offering on the NYSE of the Company's ADS (represented by not more than 18,500,000 Equity Shares) (such opportunity to participate, the "**Invitation for Participation**") on the terms and conditions described in the invitation to participate ("**IFP**") letter.

#### 3) **What is the tender offer size?**

The maximum offering size is 18,500,000 Equity Shares including the overallotment option. The Company, by way of a resolution passed by the Coforge Board or its duly constituted committee, may reduce the offering size to less than the maximum offering size. Final offer size will be determined by the Company in consultation with the Underwriters.

#### 4) **I came to know about the tender offer. Where can I get the details?**

The IFP and Letter of Transmittal ("**LOT**") for the purpose of the participating in the ADS Offering shall be available on the websites of the Company and Registrar at [www.coforge.com](http://www.coforge.com) and <https://web.linkintime.co.in/client-downloads.html> respectively.

If you wish to receive physical copies of the IFP and the LOT, you may write to the Company Secretary or the Registrar to the ADS Offering, being Link Intime India Private Limited, seeking such physical documents which will be dispatched to the address mentioned in the request letter/ e-mail sent by you and in the absence of which it shall be sent to the address appearing in the register of members maintained with us, or the register and index of beneficial owners maintained with the Indian depositories, as applicable.

## Coforge Limited

8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji New Delhi-110019, India  
Tel: +91-11-41029297 | Fax: +91-11-26414900  
Email: investors@coforgetech.com | Corporate Website: www.coforgetech.com  
CIN: L72100DL1992PLC048753

### C) Process and Timelines:

#### 5) What are the timelines for the IFP?

The proposed timeline for the IFP is as follows:

Offer Opening Date	November 18, 2021
Offer Closing Date	December 2, 2021
Exercise of the Overallotment Option by the Underwriters	Within 30 calendar days from the Closing of the ADS Offering
Date by which Consideration would be received	Within 30 calendar days from the Closing of the ADS Offering
Consideration in respect of Overallotment Option, if any	Within 30 calendar days from the date on which Underwriters exercise the Overallotment Option
Last Date until which the Deposited Equity Shares may be held in the Share Escrow Account	3 months from Offer Opening Date

Kindly note that the timeline is subject to change at the discretion of the Company.

#### 6) What is the last date to submit LOT?

Last date to submit completed LOT and other specified documents as set out in the IFP to Registrar is December 2, 2021, before 5 PM IST.

#### 7) Am I mandatorily required to participate in the IFP process?

It is not mandatory for you to participate in the IFP.

#### 8) My address is changed now. How can I receive the offer document to be posted to my new address and not the old address?

You may send a request in writing to the Company or Registrar to the ADS Offering at the address or e-mail ID mentioned at the cover page of the IFP stating name, address, number of Equity Shares held as on the date of the request, client ID number, DP name / ID, beneficiary account number, and upon receipt of such request, a physical copy of the IFP shall be mailed to you. In such circumstances, there is no assurance you will receive the IFP prior to the deadlines specified above.

#### 9) When and how would I receive money for tendering of Equity Shares?

Subject to the Equity Shares offered by a Selling Shareholder being accepted, after the Coforge Board approves pricing of the ADSs and the ADS Offering has closed, the Selling Shareholders will receive payment for the Equity Shares sold by them within 30 calendar days from the closing of ADS Offering, provided that with respect to any Equity Shares being held and later sold pursuant to the overallotment option, payment for such Equity Shares will be received within 30 calendar days from the closing of the such sale.

Selling Shareholders are responsible for the fees and expenses of the ADS offering. Accordingly, payment of consideration will be into the bank account as reflected in the records of your depository participant, less applicable fees, expenses and withholding tax. In case payment is not credited into

## Coforge Limited

8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji New Delhi-110019, India  
Tel: +91-11-41029297 | Fax: +91-11-26414900  
Email: investors@coforgetech.com | Corporate Website: www.coforgetech.com  
CIN: L72100DL1992PLC048753



this bank account, payment of Consideration will be made into the bank account of which details have been provided by you in Clause 18 of the LOT. All payments will be made in the name of the first holder, in case of joint registered holders.

### **10) Who are the key intermediaries that have been appointed in connection to the IFP?**

**Registrar to the ADS Offer/ Share Escrow Agent:** Link Intime India Private Limited

**Cash Escrow Agent / Custodian:** Deutsche Bank AG, Mumbai Branch

**Depository:** Deutsche Bank Trust Company Americas

## Coforge Limited

8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji New Delhi-110019, India  
Tel: +91-11-41029297 | Fax: +91-11-26414900  
Email: investors@coforgetech.com | Corporate Website: www.coforgetech.com  
CIN: L72100DL1992PLC048753

**Coforge**  
Engage With The Emerging

### **D) Next Steps and Pricing:**

#### **11) How will the final offer price be determined for the ADS Offering?**

The Underwriters will determine the price of the ADSs being sold in the ADS Offering depending on prevailing market conditions. The proceeds of the ADS Offering, after deduction of the expenses incurred in connection with the offering, as described under “Registration and Other Expenses” section of the IFP, will be distributed to you in proportion to the number of Equity Shares accepted from you (the “**Deposited Equity Shares**”).

#### **12) Is there a cut-off date to be eligible to participate in the IFP?**

Any shareholder who owns Equity Shares as on the date identified by the Company for the dispatch of the IFP or who becomes a shareholder of the Company on or before the last date to submit the LOT and other related documents (as mentioned in the IFP) is eligible to participate in the IFP. Subject to the above, all Equity Shareholders holding fully paid up Equity Shares free from any charge, lien or encumbrance, of any kind whatsoever, may participate in the IFP. Further, the Selling Shareholders are also required to ensure that they are not (a) debarred from accessing capital markets by SEBI; (b) not a wilful defaulter; and (c) not a fugitive economic offender.

#### **13) Am I mandatorily required to execute the LOT to participate?**

If you wish to participate in the IFP, you will have to mandatorily execute the LOT and the authorisation and documents contained in the LOT. If the conditions specified in the IFP and LOT are not satisfied, your request for participation in the offer will be rejected.

#### **14) If I have not received IFP and LOT, where can I obtain a copy of the IFP and LOT?**

If you wish to receive physical copies of the IFP and the LOT, you may write to the Company Secretary or the Registrar to the ADS Offering, seeking such physical documents which will be dispatched to the address mentioned in the request letter/ e-mail sent by you and in the absence of which it shall be sent to the address appearing in the register of members maintained with us, or the register and index of beneficial owners maintained with the Indian depositories, as applicable.

#### **15) I hold physical shares. Can I participate in the IFP?**

Only Equity Shares that are in dematerialised form may be offered in the IFP.

#### **16) I have already tendered in my shares. Can I now revise / withdraw my submission?**

Your offer of Equity Shares is irrevocable and cannot be revised or withdrawn.

#### **17) In case of rejection of equity shares, how would the shares be returned to me?**

The Deposited Equity Shares to the extent not retained or accepted will be returned to your depository account. Delivery instructions to that effect will be executed in your favour in accordance with the terms of the Escrow Agreement, and the Share Escrow Agent send a notice of rejection to you within seven days of rejecting your Offer.

#### **18) What are the expenses to be borne by shareholders?**

All expenses in connection to the IFP and ADS offering will be borne by the selling shareholders in proportion to the number of Deposited Equity Shares accepted in the Offering. Please refer “Registration and Other Expenses” section in the IFP for further details on the expenses.

## Coforge Limited

8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji New Delhi-110019, India  
Tel: +91-11-41029297 | Fax: +91-11-26414900  
Email: investors@coforgetech.com | Corporate Website: www.coforgetech.com  
CIN: L72100DL1992PLC048753

**Coforge**  
Engage With The Emerging

### 19) What are the tax implications of tendering my shares?

Kindly refer to the IFP for details on tax applicable to shareholders participating in the Invitation for Participation.

### 20) What will happen if the ADS Offering fails?

In the event that the ADS Offering is not completed before the expiry of three months from the Opening Date of the IFP (“**Validity Period**”) or in the event the ADS Offering has been withdrawn, the Equity Shares of the Selling Shareholders who had participated in the IFP, will be returned to the such Selling Shareholders within 7 business days from the date on which the ADS Offering has been withdrawn or from the date constituting the expiry of the Validity Period, whichever is earlier.

### 21) Contact details in case of further queries.

The investors may reach out to the Investor Service Centre of Link Intime India Private Limited for any queries at +9122 49186200 and coforge.adr@linkintime.co.in.

## Coforge Limited

8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji New Delhi-110019, India  
Tel: +91-11-41029297 | Fax: +91-11-26414900  
Email: investors@coforgetech.com | Corporate Website: www.coforgetech.com  
CIN: L72100DL1992PLC048753

**Coforge**  
Engage With The Emerging

### **E) About American Depositary Receipts:**

#### **22) What is an ADR?**

An American Depositary Receipt (“ADR”) is a negotiable U.S. dollar-denominated receipt that represents an American Depositary Share (“ADS”). The ADS, in turn, represents an indirect ownership interest in equity shares of a non-U.S. company. ADRs are issued by a U.S. depository bank (which is a bank in the United States that oversees the stock transfer and agency services in connection with a depository receipt programme) and represent a certain number or portion of equity share(s) of a non – US company deposited with a custodian in India for the benefit of the U.S. depository bank. ADSs are created under, and rights of ADS holders are governed by, a deposit agreement. ADSs were specifically designed to facilitate the purchase, holding and sale of non-U.S. equity securities by U.S. investors.

#### **23) What is the ratio of Equity Shares to ADSs?**

1 equity share of face value INR 10 (“**Equity Share**”) held / traded in India will be equivalent to 1 or more ADS that may be held / traded on NYSE, as determined by the Company.

#### **24) Do the ADSs have voting rights? What is the process for exercise of voting rights?**

Yes. As soon as practicable after receipt of notice of any meetings or solicitation of consents or proxies of holders of shares, the US Depository Bank (the “**Depository**”) shall fix a record date for determining the holders entitled to give instructions for the exercise of voting rights. The Depository shall then mail to the holders of ADSs a notice stating (a) such information as is contained in such notice of meeting and any solicitation materials, (b) that each holder on the record date set by the Depository therefore will be entitled to instruct the Depository as to the exercise of the voting rights, pertaining to the deposited Equity Shares represented by the ADSs, and (c) the manner in which such instruction may be given. On receipt of the aforesaid notice from the Depository, our ADS holders may instruct the Depository on how to exercise the voting rights for the Equity Shares that underlie their ADSs. For such instructions to be valid, the Depository must receive them on or before a specified date.

The Depository will endeavor, insofar as practical and permitted under the provisions of Indian law, the deposit agreement, our Memorandum of Association and our Articles of Association, and the provisions of the deposited Equity Shares, to vote or to have its agents vote as per our ADS holders’ instructions. The Depository will only vote or attempt to vote as per an ADS holder’s instructions. The Depository will not itself exercise any voting discretion.

#### **25) Are the ADSs entitled to cash dividends?**

Yes. The Depository has agreed to pay the cash dividends or other distributions it or the Custodian receives on the Equity Shares deposited, after deducting applicable fees, expenses and withholding tax.

#### **26) Are the ADSs entitled to pro-rata stock pursuant to a bonus issuance by Coforge?**

Yes, whenever equity shares are issued to the ordinary shareholders pursuant to a bonus issuance by the Company then subject to compliance with the provisions of applicable law including the Indian Companies Act, 2013 the ADS holders shall also be entitled to such benefits in accordance with the deposit agreement.