

December 29, 2025

Encora - A big bet on AI engineering...

About the stock: Coforge Ltd (Coforge) is a digital services and solutions provider that leverages its domain experience across sectors such as Banking & Financial Services, Insurance, Government, Travel, Transport and Hospitality. It had a strong FY25 with revenue growth of 31.2% in US\$ terms & rupee revenue growth of 33.5%.

Key Deal Takeaways

- **Deal Overview:** Coforge to acquire Encora (Encora US Holdco Inc. & Encora Holdings Ltd. (Cayman)) from Advent International, Warburg Pincus & other minority shareholders for an EV of US\$2.35bn (~ ₹21,000 crore) via an all-stock share-swap. Deal closure is expected in 4–6 months, subject to approvals.
- **Funding Structure & Valuation:** Equity issuance of US\$1.89 bn (~₹17,000 crore) by way of 9.38 crore shares at ₹1,815.91 per share (~20–21% stake for Encora shareholders), with the balance through a bridge loan / potential QIP of up to US\$550 million to retire Encora's term debt - implying near-term dilution & capital-raise overhang. **The transaction value implies ~4.5x FY25 EV/Sales or ~3.9x FY26E EV/Sales ; ~3.7x FY25 Price/Sales on equity value ; 20.6x FY26E EV/EBITDA.**
- **Strategic Rationale:** Encora brings – i) AI-native product engineering DNA, and agent-led delivery through AIVA AI platform; ii) Management expects ~US\$2bn revenue from AI-led product engineering (~US\$1.25bn), cloud (~US\$500mn), & data engineering (~US\$250mn) over FY27; iii) scales Hi-Tech and Healthcare verticals (each at US\$170mn+ run-rate); iv) strengthens near-shore LATAM delivery (+3,100 delivery professionals); v) expands its West & Mid-West US client footprint (North America revenue expected to rise ~50% to US\$1.4bn+) & vi) Adds 11 US\$10m+ clients with its top 10 client tenures averaging 10+ years.
- **Financial profile of Encora & management guidance:** Encora is expected to deliver ~US\$600mn revenue in FY26 with ~19% adjusted EBITDA margin and higher revenue per employee (US\$74k vs Coforge's US\$69k); the combined business is guided to operate at US\$2.5bn revenue run rate, ~14% EBIT margin (post intangible amortization) and be EPS-accretive by FY27.
- **Our Take:** The deal enhances Coforge's structural strengths yet, we turn cautious due to - **(i) potential earnings dilution in FY27 despite management's accretion commentary** and (ii) PE investor stake-sale overhang. Given deal size and leverage/QIP optionality, **we also see risk of multiple compression, until integration progress becomes visible as market sentiment and valuation may remain tightly linked to execution milestones and synergy visibility.**

Rating and Target Price

- Overall, while structurally capability-accretive, **the risk-reward appears execution dependent in the near term.** As per our conservative estimates, we believe there will be an EPS dilution of 2.9%/1.7% in FY27E/FY28E.
- **Thus, while we maintain BUY rating, we reduce our target price to ₹1,980 as we cut our target multiple to 32x on FY28E EPS vs. ₹2,230 at 34x earlier.**

Key Financial Summary

Financials	FY23	FY24	FY25	5 Year CAGR (FY20-25)	FY26E	FY27E	FY28E	3 year CAGR (FY25-28E)
Net Sales	8,015	9,179	12,051	NC	16,186	18,867	21,029	20.4%
EBITDA	1,405	1,505	1,998	NC	2,870	3,302	3,785	23.7%
EBITDA Margins (%)	17.5	16.4	16.6		17.7	17.5	18.0	
Net Profit	694	808	839	NC	1,516	1,803	2,150	36.8%
Diluted EPS (₹)	20.7	130.8	127.2		43.6	51.9	61.8	
P/E	81.4	64.4	66.2		38.6	32.5	27.3	
RoNW (%)	22.5	22.3	13.2		21.0	22.0	22.9	
RoCE (%)	27.9	23.6	15.4		20.1	21.5	23.0	

Source: Company, ICICI Direct Research; Note: FY25 numbers are excluding AdvantageGo divestment and thus not comparable (NC); Note: Numbers are excluding Encora deal, pending approvals. Proforma P&L is on page 2.

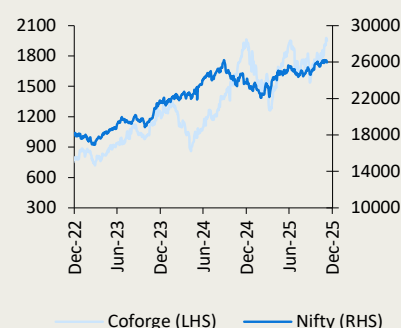
Particulars

Particular	Amount
Market Capitalisation (₹ Crore)	56,472
Total Debt (₹ Crore)	6.7
Cash & Investment (₹ Crore)	1,028.9
EV (₹ Crore)	55,450
52 week H/L	2005/ 1194
Equity capital	66.9
Face value	2.0

Shareholding pattern

	Dec-24	Mar-25	Jun-25	Sep-25
Promoters	-	-	-	-
FII	43	40	37	34
DII	48	50	52	55
Other	10	10	10	11

Price Chart



Key risks

- Lower than anticipated synergies through M&A
- Lower than expected margins

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Exhibit 1: Coforge's Pre and Post Acquisition comparison' EPS accretive in FY27E

Particulars (in US\$Mn)	FY27E Proforma Financials*			Remarks:
	Coforge	Encora	Combined	
Revenue	2,136	690	2,826	Transaction is expected to close around Q1FY27 and the financials presented are pro forma in nature.
EBITDA	384	148	533	
EBITDA%	18.0%	21.5%	18.9%	Year-on-year revenue growth of 15% in FY27 does not represent management guidance.
Depreciation	86	9	95	~90 bps increase in combined EBITDA margin on account of cost synergies.
Amortization of Intangibles		39	39	
EBIT	298	100	399	We have assumed cost synergies of only US\$20Mn.
EBIT%	14.0%	14.5%	14.1%	
Interest Cost	20	0	20	Amortisation assumption is based on an EV of US\$2.35Bn.
PBT	278	100	379	
PBT%	13.0%	14.5%	13.4%	~20% is expected to be allocated to customer relationships with an estimated useful life of 12 years.
Tax	70	21	91	
Minority Interest	5		5	This allocation remains subject to final evaluation and will be determined by a Big 4 accounting firm.
PAT	203	79	283	
PAT%	9.5%	11.5%	10.0%	No interest expense has been assumed for retiring term loan in Encora. QIP has been assumed at INR 1815.91 for modelling purposes.
Outstanding Shares (# Mn)**	347.7		468.7	
EPS (US\$)	52.1	58.2	53.7	There are tax benefits on account of amortisation in Encora Group in the US. We have assumed tax benefit of only US\$4Mn in FY27E Proforma Financials.

*Workings outlined assumes a year-on-year revenue growth of 15% in FY27 and cost synergies of US\$20Mn.

(Important Note – Year-on-year Growth of 15% is used for the purposes of illustration and is not a management guidance)

Source: Company, ICICI Direct Research

Exhibit 2: Our take on Pre and Post Acquisition comparison; EPS dilution of 2.9%/1.7% expected in FY27E/FY28E (USD mn)

Particulars	Pre Acquisition		Post Acquisition		% change		Assumptions:
	FY27E	FY28E	FY27E	FY28E	FY27E	FY28E	
Revenue (USD mn)	2,096	2,337	2,756	3,073	31%	32%	1. Assumed 10% revenue growth for Encora in FY27E and 11.5% (similar to Coforge) for FY28E
EBITDA	367	421	506	575	38%	37%	
EBITDA Margin (%)	17.5	18.0	18.4	18.7	5%	4%	2. Built in 21% EBITDA Margins for Encora in FY27E
Dep & am	86	21	127	135	48%	536%	
EBIT	281	399	379	440	35%	10%	3. Considered a bridge loan instead of QIP resulting in interest cost for the same
EBIT Margin (%)	13.4	17.1	13.8	14.3	3%	-16%	
Tax	69	82	85	102	23%	24%	4. ETR = 25%
Minority Interest	5	4	5	4	0%	0%	
PAT	200	239	247	298	23%	25%	
PAT Margin (%)	9.6	10.2	9.0	9.7	-6%	-5%	
O/s Shares	34.77	34.77	44.15	44.15	27%	27%	
EPS	51.9	61.8	50.4	60.8	-2.9%	-1.7%	

Source: Company, ICICI Direct Research

Encora Profile

- Encora is a Silicon Valley-born technology services firm with a distinctly AI-native engineering DNA, specializing in software engineering for digital-native companies and Fortune 1000 enterprises.
- Operating at the intersection of Cloud, Data and AI, the company offers capabilities spanning intelligent process design, agent-native product engineering, core modernization, AI foundations, data readiness and AIOps.
- Encora has built AIVATM - one of the industry's first composable agentic AI platforms which enables organizations to design and orchestrate intelligent, customizable workflows across engineering and business functions.
- Unlike typical AI startups, Encora already operates deeply inside large enterprise environments with long-tenured engineering teams and strong client advocacy, and its delivery model is built around a Human + Agent execution approach with significant internal adoption of agentic tooling and a roadmap toward verticalized agents.

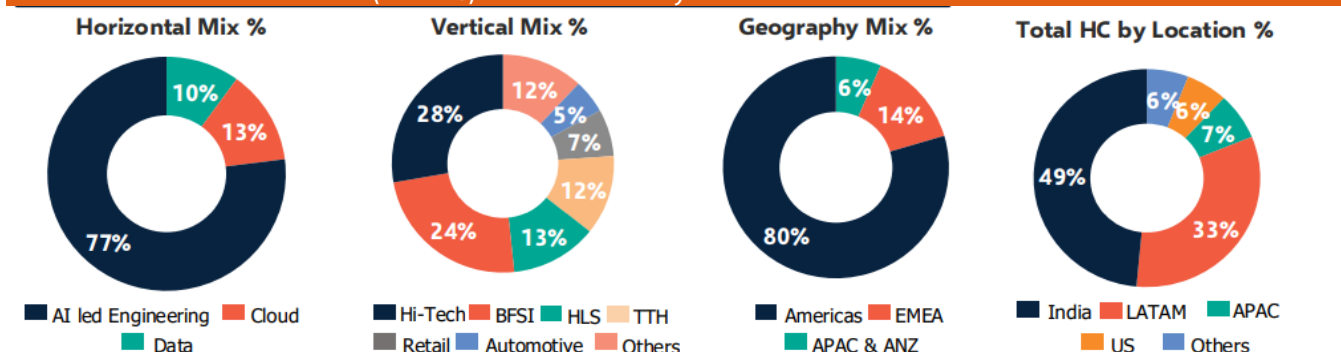
- With a high-skill, AI-native talent base and strong near-shore presence in LATAM (supporting a forward-deployed engineering model), Encora positions itself as a compound engineering asset rather than a labor-arbitrage firm, with the potential to evolve its platform into a scalable services-as-software moat in the emerging AI-led technology services landscape
- Encore had revenue of \$516mn for FY25 and expected to do revenue of \$600 mn for FY26E with adjusted EBITDA margin of ~19%. Post merger, the combined firm will operate at US\$2.5 bn revenue run rate with EBIT margin of 14%.

Exhibit 1: About Encora

Key Highlights		Company Overview	Client Engagement Size	
\$	US\$600Mn	FY26E Revenue ¹	Size of Account	# of Accounts
	19%	FY26E EBITDA Margin % ¹	> US\$10Mn	11
	US\$74K	Revenue per FTE ²	US\$5 - US\$10Mn	9
	~90%	FCF to PAT	US\$1 - US\$5Mn	111
	~9,100	Global workforce ³		

Source: Company, ICICI Direct Research

Exhibit 4: Encora's Revenue Mix (H1FY26) and headcount by location %



Source: Company, ICICI Direct Research

Exhibit 5: Combined Entity: ~US\$2.5Bn Tech Services Powerhouse with Global Delivery and Scaled Relationships

	Coforge	Encora	Combined	
Revenue (US\$Bn) *	\$1.85*	\$0.6	~\$2.5	~US\$2.5Bn revenue of the Combined Entity with US\$2Bn+ from AI-led Engineering, Data and Cloud
Headcount (K) *	35	9	44	Overall, ~44,000 employees in the combined entity Expansion of presence in LATAM with ~3,100 employees North America delivery team strength will become ~2,400
Scaled Accounts *	244	131	375	45 US\$10Mn+ Scaled Relationships Top 10 clients of Encora have 10+ years average tenure

Source: Company, ICICI Direct Research

Things to note:

- **Financing via equity issuance and potential QIP:** The sellers, including Advent International and Warburg Pincus, are rolling over into Coforge and not taking any consideration as cash. The all-stock share-swap transaction will be funded through equity issuance of US\$1.89 bn (~₹17,000 crore) by way of preferential allotment of 9.38 crore shares at ₹1,815.91 per share (~20–21% stake for Encora shareholders) along with a bridge loan / potential QIP of up to US\$550 million to retire Encora's debt. **While the former has led to no cash payout to sellers, the latter raises the prospect of near-term dilution and capital-raising overhang until the final funding structure stabilizes.**
- **Valuation:** The transaction valuation of ~4.5x FY25 EV/Sales (and ~3.9x FY26E) and ~3.7x FY25 Price/Sales on equity value sits at the higher end of digital-engineering benchmarks, but is supported by Encora's ~19% adjusted EBITDA margin, higher revenue-per-employee (US\$74k vs Coforge's US\$69k), AI-native delivery model and long-tenured enterprise relationships, which together strengthen Coforge's earnings quality mix over the medium term.
- **Management targets FY27 EPS accretion:** While management expects the combined business to operate at ~14% EBIT margin (post-amortization and integration costs) and be EPS-accretive by FY27, **the path to accretion is contingent on synergy capture and integration discipline, even as intangible amortization and integration costs could weigh on reported earnings in the interim.**
- **Integration risk elevated versus past acquisitions due to leadership- and capability-centric nature:** Unlike earlier client-led acquisitions, **Encora is a capability- and leadership-driven transaction, making talent retention, cultural alignment, platform monetization and governance structure critical monitorables;** given the relative size of the deal, integration outcomes will likely determine the sustainability of synergy and margin delivery.

Financial Summary

Exhibit 1: Profit and loss statement ₹ crore

(Year-end March)	FY25	FY26E	FY27E	FY28E
Total op. Income	12,051	16,186	18,867	21,029
Growth (%)	31.3	34.3	16.6	11.5
COGS (employee expenses)	8,002	10,662	12,452	13,837
S,G&A expenses	2,051	2,653	3,113	3,407
Total Operating Expenditure	10,053	13,315	15,566	17,244
EBITDA	1,998	2,870	3,302	3,785
Growth (%)	32.8	43.6	15.0	14.6
Depreciation	428	684	774	799
Other Income (net)	(108)	(93)	(60)	(60)
PBT	1,463	2,093	2,468	2,926
Total Tax	333	464	621	737
Adjusted PAT	839	1,516	1,803	2,150
Growth (%)	4	81	19	19
Adjusted EPS (₹)	127.2	43.6	51.9	61.8
Growth (%)	(2.8)	(65.7)	18.9	19.2

Source: Company, ICICI Direct Research

Exhibit 2: Cash flow statement ₹ crore

(Year-end March)	FY25	FY26E	FY27E	FY28E
Profit before Tax	1,463	2,093	2,468	2,926
Add: Depreciation	428	684	774	799
(Inc)/dec in Current Assets	(1,182)	(753)	(699)	(552)
Inc/(dec) in CL and Provisions	841	313	512	413
Taxes paid	(396)	(464)	(621)	(737)
CF from op.activities	1,237	1,873	2,434	2,850
(Inc)/dec in Investments	-	-	-	-
(Inc)/dec in Fixed Assets	(614)	(486)	(528)	(526)
Others	71	(93)	(60)	(60)
CF from inv. activities	(2,448)	(579)	(588)	(586)
Issue/(Buy back) of Equity	2,202	-	-	-
Inc/(dec) in loan funds	(87)	-	-	-
Dividend paid & dividend tax	(510)	(682)	(811)	(967)
CF from fin. activities	1,675	(682)	(811)	(967)
Net Cash flow	464	612	1,035	1,297
Exchange difference	10	-	-	-
Opening Cash	321	883	1,496	2,530
Closing Cash	796	1,496	2,530	3,828

Source: Company, ICICI Direct Research

Exhibit 3: Balance Sheet ₹ crore

(Year-end March)	FY25	FY26E	FY27E	FY28E
Liabilities				
Equity Capital	67	70	70	70
Reserve and Surplus	6,312	7,148	8,140	9,322
Total Shareholders funds	6,379	7,218	8,210	9,392
Total Debt	7	7	7	7
Provisions	174	174	174	174
Minority Interest / Other NCL	2,932	3,041	3,085	3,125
Total Liabilities	9,492	10,440	11,475	12,698
Assets				
Net Block	2,253	2,055	1,809	1,536
Capital WIP	2	2	2	2
Total Fixed Assets	2,256	2,057	1,812	1,538
Goodwill	3,843	3,843	3,843	3,843
Deferred tax assets	329	329	329	329
Debtors	2,577	3,643	4,247	4,733
Other Current Assets	1,156	936	1,091	1,216
Cash	883	1,496	2,530	3,828
Current Investments	146	146	146	146
Total Current Assets	4,762	6,220	8,014	9,922
Trade payables	988	1,628	1,898	2,115
Other current liabilities	1,721	1,381	1,609	1,794
Short term provisions	71	84	98	109
Total Current Liabilities	2,780	3,093	3,605	4,018
Net Current Assets	1,982	3,127	4,408	5,905
Application of Funds	9,492	10,440	11,475	12,698

Source: Company, ICICI Direct Research

Exhibit 4: Key ratios

(Year-end March)	FY25	FY26E	FY27E	FY28E
Per share data (₹)				
Adjusted EPS (Diluted)	24.1	43.6	51.9	61.8
DPS	57	20	23	28
Cash per Share	26.8	43.0	72.8	110.1
BV per share (Diluted)	183.5	207.6	236.1	270.1
Operating Ratios (%)				
EBITDA Margin	16.6	17.7	17.5	18.0
PBT Margin	12.1	12.9	13.1	13.9
PAT Margin	7.0	9.4	9.6	10.2
Debtor days	78	82	82	82
Creditor days	30	37	37	37
Return Ratios (%)				
RoE	13.2	21.0	22.0	22.9
RoCE	15.4	20.1	21.5	23.0
RoIC	18.6	24.9	28.7	34.2
Valuation Ratios (x)				
P/E (Adjusted)	66.2	38.6	32.5	27.3
EV / EBITDA	27.8	19.1	16.3	13.9
EV / Net Sales	4.6	3.4	2.9	2.5
Market Cap / Sales	4.7	3.5	3.0	2.7
Price to Book Value	8.7	8.1	7.1	6.2
Solvency Ratios				
Debt/EBITDA	0.0	0.0	0.0	0.0
Debt / Equity	0.0	0.0	0.0	0.0
Current Ratio	1.3	1.5	1.5	1.5
Quick Ratio	1.3	1.5	1.5	1.5

Source: Company, ICICI Direct Research

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Sell: <-15%



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