

COFORGE LIMITED

(CIN NO. L72100DL1992PLC048753)

8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110 019, India

Tel.:+91- 011-41029297; Email : investors@coforge.com

Corporate Website : www.coforge.com

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NOTICE

NOTICE OF 31st ANNUAL GENERAL MEETING (“THE AGM”)

Notice is hereby given that the Thirty-first Annual General Meeting (AGM) of the Members of Coforge Limited will be held on Thursday, July 06, 2023 at 09:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Mode (OAVM) facility to transact the following businesses:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss for the year ended on that date, together with Report of the Auditors thereon;
- To confirm Interim Dividend aggregating to INR 64 per equity share of the face value of INR 10 each for the Financial Year 2022-23.
- To appoint a Director in place of Mr. Sudhir Singh (DIN: 07080613) who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint a Director in place of Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- To approve commission payable to Mr. Basab Pradhan (DIN: 00892181) as an Independent Director of the Company and as Chairperson of the Board.

To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:-**

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and any other provisions or Rules as framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) as amended from time to time, Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members be

and is hereby accorded to pay commission to Mr. Basab Pradhan (DIN: 00892181), Independent Director and Chairperson of the Company in addition to fee payable to him for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the Board and other meetings as set out in the explanatory statement annexed to the notice.”

- To consider and approve remuneration to Mr. Sudhir Singh (DIN: 07080613) as an Executive Director of the Company.

To consider and if thought fit, to pass with or without modifications, the following resolution as a **SPECIAL RESOLUTION:-**

RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), the relevant provisions of the Memorandum and Articles of Association of the Company and Nomination and Remuneration Committee and board of directors of the company and subject to such other necessary approvals from the appropriate authorities and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the shareholders of the Company be and is hereby accorded for payment of remuneration to Mr. Sudhir Singh (Director Identification Number: 07080613), who was appointed as CEO & Executive Director of the Company at the Annual General Meeting held on July 23, 2020, as set out in the Explanatory Statement, in excess of prescribed limit of 5% and upto 10% under section 197 of the Act, in any financial year(s) respectively during his remaining tenure as the Executive Director of the Company;

RESOLVED FURTHER THAT the Board of Directors be and hereby authorised to revise/amend the terms of remuneration payable to Mr. Sudhir Singh within the overall cap as approved by the shareholders.

RESOLVED FURTHER THAT any Director or CFO or Company Secretary be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT a copy of this resolution certified to be true by any Director or Company Secretary be furnished to any concerned authorities for necessary action.”

**By the Order of the Board
For Coforge Limited**

Sd/-

Barkha Sharma

Company Secretary

Membership No. ACS 24060

Place: Greater Noida

Date: June 01, 2023

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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts with respect to the Special Business set out in the Notice is annexed hereto and forms part of this Notice. The Board of Directors of the Company at their meetings considered that the special business under Item Nos. 5 & 6 being considered unavoidable, be transacted at the 31st AGM of the Company. The relevant details as required pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of the person seeking appointment/re-appointment as Director under Item Nos. 3 & 4 of the Notice, are also annexed.
2. The Ministry of Corporate Affairs (“MCA”) vide its circulars dated April 08, 2020, April 13, 2020, May 05, 2020, June 15, 2020, September 28, 2020, December 31, 2020, and January 13, 2021, May 05, 2022 and December 28, 2022 (referred as ‘MCA Circulars’) and SEBI vide its Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. (referred as ‘SEBI Circular’) SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated May 13, 2022 have permitted the holding of Annual General Meeting through Video Conferencing/ Other Audio Video Mode (VC/OAVM) **without the physical presence of members at a common venue**. In compliance with the provisions of the MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM on July 06, 2023 at 09:00 AM IST through VC/OVAM.
3. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and the proxy need not be a member of the Company. In terms of MCA Circulars and SEBI Circulars, since the AGM is being held through VC/ OAVM, physical presence of the members have been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this notice.
4. Members attending the meeting through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
5. Corporate Members including Institutional Shareholders (i.e. other than individuals /HUF, NRI, etc.) are requested to send scanned copy of the certified true copy of the Board Resolution/ authorisation etc. authorizing their authorized representative to attend the AGM through VC/ OAVM and vote on their behalf through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to officenns@gmail.com with a copy marked to investors@coforge.com.
6. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **Wednesday, July 05, 2023 by 05:00 P.M.** through email on investors@coforge.com. The same will be replied by the Company suitably.
7. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their Depository Participants (‘DPs’) in case the shares are held by them in electronic form and to RTA Alankit Assignments Limited in case the shares are held by them in physical form in the prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021.
9. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website.
10. In terms of provisions of Companies Act, 2013, Members desirous of appointing their Nominees for the shares held by them may apply in the Nomination Form (Form - SH 13). Member desirous to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

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11. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members may contact the Company in this regard.
12. As per the provisions of SEBI circular no. DCC/FITTCIR-3/2001 dated October 15, 2001 and circular no. CIR/MRD/DP/10/2013 dated March 21, 2013, Every Company is mandatorily required to use Electronic Clearing System (ECS/NEFT/RTGS) facility for distributing dividends or other cash benefits to investors wherever applicable. Currently ECS facility is available at locations specified by RBI. In view of the above, the shareholders holding shares in physical form are requested to provide to Registrar and Share Transfer Agent i.e. Alankit Assignments Limited, Alankit Heights, RTA Division, Unit: Coforge Limited 4E/2 Alankit House, Jhandewalan Extension, New Delhi – 110055, for changes, if any, in their address and bank mandates, so that all future dividends can be remitted through ECS. In case of shareholders staying at locations not covered by ECS, the bank details shall be printed on the Dividend Warrants so as to protect against any fraudulent encashment of the same. The Shareholders can obtain a copy of the ECS Mandate Form from the Registered Office of the Company or can download from the website of the Company at www.coforge.com. In respect of members who hold shares in dematerialized form, their Bank Account details, as furnished by their Depositories to the Company, will be printed on their Dividend Warrant as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for deletion of or change in Bank Account details. Members who wish to change their Bank Account details are therefore requested to advise their Depository Participants about such change. We encourage members to utilize Electronic Clearing System (ECS) for receiving Dividends.
13. Pursuant to the Companies Act, 2013, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, all unclaimed/ unpaid dividend for the Financial Year ended on March 31, 2015, have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year. Members who have not so far encashed Dividend Warrant(s) for the financial year ended March 31, 2016 and thereafter are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 (available on www.iepf.gov.in). For details, please refer to corporate governance report which is a part of the Annual Report. Pursuant to the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the IEPF viz. www.iepf.gov.in and under “Investors Section” on the website of the Company viz. www.coforge.com.

The Company has issued a newspaper advertisement on May 18, 2023 informing the shareholders that the final dividend declared during FY 2015-16 which has remained unpaid/ unclaimed for 7 years shall be credited to the Investor Education Protection Fund (IEPF) alongwith the corresponding shares on which the dividend has remained unpaid/ unclaimed for 7 years, as per the procedure as set out in the Rules.

In view of the MCA Circulars the Company shall be sending notices to the shareholders through electronic mode. However, the Company had already dispatched the notices to the shareholders giving them an opportunity to claim their unclaimed dividend in May 2023. For details the Members may refer the website of the Company viz. www.coforge.com.
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof, the shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
15. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail at the time of declaration of dividend at investors@coforge.com. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act (“the Act”), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable. Non-

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resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/JPG Format) by e-mail to the Company at investors@coforge.com

16. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NR account with a bank in India, if not furnished earlier.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
18. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act, and the Certificate from the Secretarial Auditors in respect of the Company's Employee Stock Option Scheme will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company at investors@coforge.com
19. Relevant documents referred to in the proposed resolutions as mentioned in the Notice are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Further, in order to facilitate payment of dividends, SEBI vide its circular dated April 20, 2018 has mandated the Company/RTA to obtain copy of PAN Card and Bank Account details from all the members holding shares in physical form. Accordingly, members holding shares in physical form shall submit their PAN and bank details to the Registrar and Transfer Agent of the Company i.e. Alankit Assignments Limited at 4E/2, Jhandewalan Extension, New Delhi 110055.
21. Pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company shall provide in advance an opportunity at least once in a Financial Year to the Members to register their E-mail address and changes therein either with Depository Participant or with the Company. In view of the same, the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Notices of all General Meetings, Directors' Report, Auditors' Report, Audited Financial Statements and other documents through electronic mode, pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder.
22. Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting. Members may also note that the Notice and Annual Report for the Financial Year 2022-23 will also be available on the Company's website at www.coforge.com.
23. Since the AGM will be held through VC/ OAVM, the Route map is not annexed to the Notice.
24. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.coforge.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nSDL.com

INFORMATION ON REMOTE EVOTING:

1. Pursuant to Regulation 44 of the SEBI Listing Regulations and Section 108 of the Companies Act, 2013, Rule 20 of

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- the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to its members to cast their votes on resolutions as set forth in the Notice convening the 31st Annual General Meeting to be held on **Thursday, July 06, 2023 at 09:00 A.M. (IST)**, electronically through the e-voting service provided by NSDL. Resolution(s) passed by the Members through e-voting is/ are deemed to have been passed as if they have been passed at the Annual General Meeting. **The e-voting facility will commence from 09:00 A.M. (IST) on Sunday, July 02, 2023 and ends at 05:00 P.M. (IST) on Wednesday, July 05, 2023.** The e-voting module shall be disabled by NSDL for voting thereafter. During this period the members holding shares either in physical form or in dematerialized form, as on the cut-off date for e-voting i.e. **Thursday, June 29, 2023** may cast their votes electronically.
- Those Members, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
 - Mr. Nityanand Singh, Company Secretary in Practice (Membership No. - FCS-2668) and proprietor M/s Nityanand Singh & Co., Company Secretaries has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner by the Board.
 - The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
 - The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
 - Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
 - Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes.
 - The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results of the voting will be announced by the Chairman of the Company or Company Secretary of the Company duly authorized on or before July 07, 2023 and communicated to the Stock Exchanges, Depositories and shall also be displayed on the website of the Company i.e. HYPERLINK "<http://www.coforge.com>" www.coforge.com and on the website of NSDL i.e. HYPERLINK "<http://www.nsdl.co.in>" www.nsdl.co.in
 - The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.coforge.com and on the website of NSDL www.evoting.nsdl.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, July 02, 2023 at 09:00 A.M. and ends on Wednesday, July 05, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, June 29, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cutoff date, being Thursday, June 29, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="680 1140 1097 1381" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Login type	Helpdesk details								
B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.									
How to Log-in to NSDL e-Voting website?									
<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i> 									
4.	Your User ID details are given below :								
	<table border="1"> <thead> <tr> <th>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</th> <th>Your User ID is:</th> </tr> </thead> <tbody> <tr> <td>a) For Members who hold shares in demat account with NSDL.</td> <td>8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</td> </tr> <tr> <td>b) For Members who hold shares in demat account with CDSL.</td> <td>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****</td> </tr> <tr> <td>c) For Members holding shares in Physical Form.</td> <td>EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</td> </tr> </tbody> </table>	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:	a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5.	<p>Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>b) How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>
6.	<p>If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL</p>
7.	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8.	Now, you will have to click on "Login" button.
9.	After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?	
1.	After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2.	Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3.	Now you are ready for e-Voting as the Voting page opens.
4.	Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5.	Upon confirmation, the message "Vote cast successfully" will be displayed.
6.	You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7.	Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders	
1.	Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail officenns@gmail.com with a copy marked to evoting@nsdl.co.in . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
2.	It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3.	In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Amit Vishal at evoting@nsdl.co.in

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Investors@coforge.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Investors@coforge.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at Investors@coforge.com. The same will be replied by the company suitably.
6. Shareholders who would like to participate as speaker shareholder during the AGM may send their request on or before Tuesday, July 04, 2023 mentioning their name demat account number/folio number, email id, mobile number to Company's email Id. investors@coforge.com. Those Members who have registered themselves as a speaker will only be allowed to ask questions during the AGM, depending upon the availability of time. The same will be replied by the company suitably.

**By the Order of the Board
For Coforge Limited**

Sd/-

Barkha Sharma

Company Secretary

Membership No. ACS 24060

Place: Greater Noida

Date: June 01, 2023

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NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND IN TERMS OF REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (“SEBI LISTING REGULATIONS”) IS GIVEN BELOW

ITEM NO. 05

The members of the Company in the 29th Annual General Meeting held on July 30, 2021 had approved the appointment of Mr. Basab Pradhan as Independent Director and Chairperson of the Board for a period of 3 years w.e.f June 29, 2021 upto June 28, 2024 at the mutually agreed terms and conditions. The Board in its meeting held on April 27, 2023 considered and approved the commission to be paid to Independent Directors for the FY23 on the recommendation of the Nomination and Remuneration Committee. Pursuant to Regulation 17(6) of the SEBI Listing Regulations, 2015 as amended effective from April 01, 2019, if remuneration of a single Non-Executive Director exceeds 50% of the total annual remuneration payable to all non-executive directors, then approval of shareholders by special resolution is required for payment of the same. The amount of commission to be paid to Mr. Basab Pradhan for FY23 is USD 220,000 in addition to sitting fees payable to him for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the Board and other meetings.

Since, the commission payable to Mr. Basab Pradhan exceeds 50% of the total annual remuneration payable to all non-executive directors, the approval of shareholders by way of special resolution is required as per the SEBI Listing Regulations, 2015 (as amended).

The Board hereby recommends approval of shareholders by way of Special Resolution as set out in Item No. 05 above.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Basab Pradhan are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 05 of this Notice.

ITEM NO. 06

The Members may be apprised that Mr. Sudhir Singh was appointed as CEO & Executive Director of the Company for a period of 5 years from January 29, 2020, upto January 28, 2025. The Shareholders of the Company had approved the terms of appointment along with the remuneration of Mr. Singh in the Annual General Meeting held on July 23, 2020. Further, the Board members was authorized to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Singh subject to such remuneration payable to be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

Mr. Singh was granted certain ESOPs in prior years, which may be due for vesting and exercise in FY24 and FY25. If such ESOPs vest, the remuneration of Mr. Singh, may exceed the 5% threshold under Section 197 of the Act, in any financial year(s) respectively during his remaining tenure as the Executive Director of the Company, purely on account of vesting and exercise of such ESOPs.

The members may also note that the cash payout to Mr. Singh is well under the limit of 5% as set out in Section 197 that was originally approved by the shareholders at the AGM held on July 23, 2020.

The Members are therefore requested to consider passing a special resolution on the basis of the facts and circumstances reproduced below:

1. Mr. Singh has been discharging his duties as the CEO since May 2017. He was appointed as the Executive Director in January 2020. He is an IIT / IIM alumnus and has worked with Hindustan Unilever, Infosys and Genpact before joining Coforge. He is based out of New Jersey, US. The Company has immensely benefitted under his leadership resulting in a multifold increase in shareholder value.

2. Under Mr. Singh's leadership, the Company has grown from INR 28,021 Mn (equivalent USD 417 Mn) in Revenues in FY17 to INR80,146 Mn (equivalent USD 1,002 Mn) in FY23, with CAGR growth of 19.1% in revenues and CAGR growth of 21.7% in PAT over last 6 years, including FY21 which was significantly impacted because of Covid.

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(i) Beyond revenue and profitability, all operating metrics related to execution have improved materially.

S. No.	Operating Metric	FY17	FY23
1	Market Capitalization	INR 2,669 Crores ⁽¹⁾ or US\$412 Mn	INR 27,001 Crores ⁽²⁾ Or US\$3.3 Bn
2	Order intake	US\$457 Mn	US\$1,265 Mn
3	12-month executable order book	US\$320 Mn	US\$869 Mn
4	No of >\$1 Mn Clients	73	145
5	No of employees	8,853	23,224
6	Offshoring revenue	40%	50%
7	Debtors to Sales Outstanding	64	61

(1) As of March 31, 2017

(2) As of May 29, 2023

S. No.	Shareholder's Return	FY14-17	FY17-FY23
1	Coforge TSR(3)	150%	1056%
2	NIFTY TSR	61%	204%

(3) TSR = Total Shareholder's Return

3. Accordingly, the approval from Members is sought on the recommendation of Nomination & Remuneration Committee & Board of Directors of the Company for approving the remuneration of Mr. Sudhir Singh (Director Identification Number: 07080613) as Executive Director & CEO that may exceed the limits specified above for his remaining tenure till January 28, 2025.

Except Mr. Singh, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Place: Greater Noida

Date: June 01, 2023

**By the Order of the Board
For Coforge Limited
Sd/-
Barkha Sharma
Company Secretary
Membership No. ACS 24060**

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DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO ITEM NOS. 3 & 4 OF THE AFORESAID NOTICE, AS REQUIRED UNDER REGULATION 36 OF (SEBI LISTING REGULATIONS) AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ARE PROVIDED HEREIN BELOW:

Brief profile of Mr. Sudhir Singh (DIN: 07080613)

Mr. Sudhir is the Chief Executive Officer of Coforge and serves on the company's Board of Directors. He joined Coforge in May 2017.

Mr. Sudhir brings experience across Unilever (Hindustan Lever), Infosys and Genpact to bear on his current role at Coforge. He has 24 years of industry experience with an exceptional track record of execution, driving robust revenue and margin growth simultaneously, executing business turnarounds and orchestrating successful acquisitions.

As the CEO and Executive Director of the firm Sudhir charted the "Transform at the Intersect" growth strategy of the organization. Under this construct the firm has logged industry leading growth and profits by hyper-focusing on the Financial Services and Travel industries.

The "Engage with the Emerging" technologies vision of the firm has allowed it to incubate and industrialize emerging technologies including Cognitive, Blockchain and Automation. Sudhir remains personally and intensely engaged with the firm's clients to ensure that the execution rigor remains intact.

As an author and a public speaker, Sudhir regularly communicates his views about the changing industry landscape, the workforce of tomorrow, tech disruption in the Financial Services industry, and change /growth leadership. He is a strong advocate for inclusion in the workplace; and for building bridges with academia.

Sudhir started his career in 1995 with Unilever (Hindustan Lever). During his six-year Sales and Brand Management stint with Unilever in India Sudhir won the prestigious Hindustan Lever Chairman's Award "for exceptional performance".

Subsequently, he spent close to a decade with Infosys in the US. He was an Invitee to the Infosys Management Committee, the Head of the Infosys South-West Geo and also founded and ran the Infosys Global BFS Payments and Cards Portfolio.

At Genpact, Sudhir was the Chief Operating Officer of the Capital Markets and IT Services business. He played a key role in the acquisition and subsequent integration of Headstrong Technologies. During the integration period he served as a Managing Director of Headstrong between 2012-14.

Sudhir is a graduate of the Indian Institute of Technology and the Indian Institute of Management.

He is based in Princeton, New Jersey.

Brief profile of Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253)

Mr. Kenneth Tuck Kuen Cheong is a Partner and a Member of the Investment Committee of BPEA EQT, part of EQT AB, a global investment organisation. Joining BPEA EQT in 1998, Mr. Cheong has been involved in the firm's investments in Southeast Asia, China, Korea, U.S. and India.

Mr. Cheong was previously a Manager with BZW Asia for three years, where he was involved in corporate finance and M&A in Asia. Prior to that, Mr. Cheong spent three years with DBS Bank, where he was involved in credit, marketing and loan syndications.

Place: Greater Noida

Date: June 01, 2023

**By the Order of the Board
For Coforge Limited
Sd/-
Barkha Sharma
Company Secretary
Membership No. ACS 24060**

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Other details are provided herein below:

Particulars	Mr. Sudhir Singh (DIN: 07080613)	Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253)
Age	51	55
Qualification	Graduated from IIT and IIM	Graduated with first Class Honors in Econometrics and Mathematical Economics from London School of Economics
Experience (including expertise in specific functional area)	Please refer profile.	
Date of first appointment on the Board	29-01-2020	17-05-2019
Shareholding in the Company as on March 31, 2023	2,34,087	Nil
Relationship with other Director/ KMP's	None	None
Number of Meetings of Board attended during the Year	7	5
Membership / Chairmanship of Committees of other Companies	Nil	Nil
Directorships held in other Companies (excluding foreign companies and Section 8 Companies)	1. Coforge Smartserve Ltd 2. Coforge DPA Pvt Ltd 3. Coforge SF Pvt Ltd 4. Coforge Business Process Solutions Pvt Ltd	Nil

Note: For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the corporate governance report. None of the above Directors were on the Board of any other listed entity in past three years.