

June 23, 2021

To,

**The Manager,
Department of Corporate Services
BSE Limited**
Floor 25, P.J. Towers,
Dalal Street, Mumbai – 400 001
BSE Scrip code – [532541]

**The General Manager,
Department of Corporate Services
The 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,

Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2021

Dear Sir/Madam,

With reference to above captioned subject, we would like to submit herewith Annual Secretarial Compliance Report of the Company for financial year ended March 31, 2021, issued by Ranjeet Pandey & Associates., Practicing Company Secretaries.

This is for your information and records.

Thanking you,

Yours faithfully,

For Coforge Limited
(Erstwhile NIIT Technologies Limited)

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Encl: as above

Secretarial Compliance Report of
Coforge Limited (Previously known as NIIT Technologies Limited)
(for the year ended on 31st day of March, 2021)

We, Ranjeet Pandey & Associates, a firm of practicing Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by **Coforge Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the BSE Limited and National Stock Exchange of India Limited (hereinafter to be referred as "Stock Exchanges")
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st day of March, 2021 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.

S. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Deviation	Observations/Remarks of the Company Secretary
		NONE	

However, Securities and Exchange Board of India (SEBI) had conducted an investigation against certain entities for alleged insider trading in securities of Company by such entities. SEBI has issued show cause notice (SCN) for alleged lapses in procedural intimation to the Stock Exchanges. The Company has not pursued the matter and settled the same with SEBI without admitting or denial of charges in the SCN during the financial year under review.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The listed entity has complied with the provisions of Clause 6(A) and 6(B) of the circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by Securities and Exchange Board of India.
- d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action Taken By	Details of Violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any
N.A.	N.A.	NIL	NIL	None

e) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	The trading window for the adoption of audited financial statements for the quarter and financial year ended on 31 st March, 2019 was closed by the Company w.e.f. 5 th April, 2019.	2020	The Company has complied with NSE Clarification (Ref No. NSE/CML/2019/11) dated April 2, 2019 read with Clause 4 of Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 regarding closure of Trading Window.	Complied
2.	Two-thirds of the members of audit committee was not independent directors.	2020	The Company has complied with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding composition of Audit Committee.	Complied

<p>Place: New Delhi Date: 21.06.2021</p>	<p style="text-align: right;">FOR RANJEET PANDEY & ASSOCIATES COMPANY SECRETARIES</p> <p style="text-align: right;">CS RANJEET PANDEY FCS- 5922, CP No.- 6087 UDIN F005922C000492201</p>
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