

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Coforge Limited**
 2. Quarter ending - **31-Mar-2023**

i. Composition Of Board Of Director

Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Current status	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	Memberships in Committees of the Company
Mr. Basab Pradhan	00892181	ID, C & NED		29-Jun-2019	29-Jun-2021		21	18-Jun-1965	Active	1	1	2	0	AC, S C, RC, NRC
Mr. Sudhir Singh	07080613	ED	CEO	29-Jan-2020	29-Jan-2020			10-Aug-1971	Active	1	0	0	0	RMC
Mr. Hari Gopalakrishnan	03289463	NED		17-May-2019	17-May-2019			22-Mar-1977	Active	1	0	0	0	RMC, NRC
Mr. Patrick John Cordes	02599675	NED		17-May-2019	17-May-2019			28-Feb-1975	Active	1	0	1	0	SC
Mr. Kenneth Tuck Kuen Cheong	08449253	NED		17-May-2019	17-May-2019			20-May-1965	Active	1	0	0	0	
Mr. Kirti Ram Hariharan	01785506	NED		17-May-2019	17-May-2019			15-Apr-1978	Active	1	0	1	1	SC
Mr. Ashwani Kumar Puri	00160662	ID		07-Jul-2014	01-Apr-2019		105	16-Nov-1956	Active	2	2	3	3	AC
Ms. Mary Beth Boucher	09595668	ID		07-May-2022	07-May-2022		11	17-Aug-1965	Active	1	1	1	0	AC, NRC

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Ashwani Kumar Puri	ID	Chairperson	19-Jul-2012	

2	Basab Pradhan	ID,C & NED	Member	29-Jun-2019	
3	Mary Beth Boucher	ID	Member	07-May-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Kirti Ram Hariharan	NED	Chairperson	29-Jun-2019	
2	Basab Pradhan	ID,C & NED	Member	01-Aug-2019	
3	Patrick John Cordes	NED	Member	29-Jun-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Basab Pradhan	ID,C & NED	Chairperson	29-Jun-2019	
2	Hari Gopalakrishnan	NED	Member	29-Jun-2019	
3	Sudhir Singh	ED	Member	29-Jun-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	Mary Beth Boucher	ID	Chairperson	07-May-2022	
2	Basab Pradhan	ID,C & NED	Member	29-Jun-2019	
3	Hari Gopalakrishnan	NED	Member	29-Jun-2019	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent	No. of Independent Directors attending the meeting
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order)			Director)	
20-Oct-2022	Yes	8	8	3
20-Jan-2023	Yes	8	8	3
02-Mar-2023	Yes	8	7	3

Company Remarks	Board of Directors passed the circular resolution on March 27, 2023 : To consider and approve the receivables purchase facility from HSBC
Maximum gap between any two consecutive (in number of days)	91

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	19-Oct-2022	Yes	3	3	3	0
Audit Committee	19-Jan-2023	Yes	3	3	3	0
Risk Management Committee	20-Oct-2022	Yes	3	3	1	0
Risk Management Committee	19-Jan-2023	Yes	3	3	1	0
Nomination & Remuneration Committee	20-Oct-2022	Yes	3	3	2	0
Nomination & Remuneration Committee	09-Mar-2023	Yes	3	3	2	0
Stakeholders Relationship Committee	19-Jan-2023	Yes	3	3	1	0

Company Remarks	The Audit Committee passed the Circular Resolution on March 26, 2023 : To consider and approve the receivables purchase facility from HSBC Nomination & Remuneration Committee passed the Circular Resolution on January 14, 2023 for grant of 17614 options under Coforge Employee stock option plan
Maximum gap between any two consecutive (in number of days)	91

days) [Only for Audit Committee]	
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v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Barkha Sharma**
Designation : **Company Secretary**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.coforge.co
Terms and conditions of appointment of independent directors	Yes		https://25186482.fs1.hu bspotusercontent-
Composition of various committees of board of directors	Yes		https://www.coforge.co m/investors/committee-
Code of conduct of board of directors and senior management personnel	Yes		https://www.coforge.co m/investors/code-of-
Details of establishment of vigil mechanism/Whistle Blower policy	Yes		https://www.coforge.co m/hubfs/Whistle-
Criteria of making payments to non-executive directors	Yes		https://www.coforge.co
Policy on dealing with related party	Yes		https://25186482.fs1.hu
Policy for determining 'material' subsidiaries	Yes		https://25186482.fs1.hu
Details of familiarization programs imparted to independent directors	Yes		https://25186482.fs1.hu bspotusercontent-
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://www.coforge.co m/investors/investor-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		https://www.coforge.co m/investors/investor-
Financial results	Yes		https://www.coforge.co
Shareholding pattern	Yes		https://www.coforge.co
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors	Yes		https://www.coforge.co m/investors/disclosure-
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://www.coforge.co
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		https://25186482.fs1.hu bspotusercontent-

Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.coforge.com/investors/subsidiary-
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.coforge.com/investors
Materiality Policy as per Regulation 30	Yes		https://25186482.fs1.hu
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://25186482.fs1.hu
It is certified that these contents on the website of the listed entity are correct.	Yes		https://www.coforge.com/investors

II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	

Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1), (1A), (5), (6)	Yes	
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report	24(2), (3), (4), (5) & (6)	Yes	
Alternate Director to Independent Director	24(A)	Yes	
Maximum Tenure	25(1)	Yes	
Meeting of independent directors	25(2)	Yes	
Familiarization of independent directors	25(3) & (4)	Yes	
Declaration from Independent Director	25(7)	Yes	
D & O Insurance for Independent	25(8) & (9)	Yes	
Memberships in Committees	25(10)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(1)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(3)	Yes	
Policy with respect to Obligations of directors and senior management	26(4)	Yes	
	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **Barkha Sharma**
Designation : **Company Secretary**

ANNEXURE IV

symbol	Company Name	Quarter Ended
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	Guarantee	0	1195507500
<i>Promoter Group or any other entity controlled by them</i>	NA	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	NA	0	0
<i>KMPs or any other entity controlled by them</i>	NA	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	NA	0	0
<i>Promoter Group or any other entity controlled by them</i>	NA	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	NA	0	0
<i>KMPs or any other entity controlled by them</i>	NA	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

Name: Ajay Kalra
Designation: Chief Financial Officer
Place: Noida
Date: 20-Apr-2023