

| General information about company   |                         |   |
|---|-------------------------|---|
| Scrip code  | 532541                  |   |
| NSE Symbol  | COFORGE                 |   |
| MSEI Symbol   | NOTLISTED               |   |
| ISIN  | INE591G01025            |   |
| Name of the entity  | COFORGE LIMITED         |   |
| Date of start of financial year   | 01-04-2025              |   |
| Date of end of financial year   | 31-03-2026              |   |
| Reporting Quarter Type  | Quarterly               |   |
| Date of Quarter Ending  | 31-12-2025              |   |
| Type of company   | Equity                  |   |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?                                  | Yes                     |   |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?  | Yes                     |   |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | Yes                     |   |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?                                | No                      | Not applicable for the period as No fine and penalty was imposed                                |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?               | No                      | Not applicable as no update on Ongoing Tax Litigation or Dispute from the last provided updates |
| Risk management committee   | Applicable              |   |
| Market Capitalisation as per immediate previous Financial Year  | Top 500 listed entities |   |
| Is SCORE ID Available ?   | Yes                     |   |
| SCORE Registration ID   | n00115                  |   |
| Reason For No SCORE ID  |                         |   |
| Type of Submission  | Original                |   |
| Remarks (website dissemination)   |                         |   |
| Remarks for Exchange (not for Website Dissemination)  |                         |   |

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

| Sr | Title (Mr / Ms) | Name of the Director | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of Birth    |
|----|-----------------|----------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|------------------|
| 1  | Mr              | Om Prakash Bhatt     | [REDACTED] | 00548091 | Non-Executive - Independent Director | Chairperson             |                         | 07-03-1951       |
| 2  | Mr              | Sudhir Singh         | [REDACTED] | 07080613 | Executive Director                   | Not Applicable          | CEO                     | 10-08-[REDACTED] |
| 3  | Mr              | Gautam Samanta       | [REDACTED] | 09157177 | Executive Director                   | Not Applicable          |                         | [REDACTED]       |
| 4  | Ms              | Mary Beth Boucher    | [REDACTED] | 09595668 | Non-Executive - Independent Director | Not Applicable          |                         | [REDACTED]       |
| 5  | Mr              | Anil Kumar Chanana   | [REDACTED] | 00466197 | Non-Executive - Independent Director | Not Applicable          |                         | [REDACTED]       |
| 6  | Mr              | Durgesh Kumar Singh  | [REDACTED] | 10485073 | Non-Executive - Independent Director | Not Applicable          |                         | [REDACTED]       |
| 7  | Mr              | John Robert Speight  | [REDACTED] | 09160041 | Executive Director                   | Not Applicable          |                         | [REDACTED]       |

| <b>I. Composition of Board of Directors</b>                                       |                                       |                                |                              |                             |                |
|---|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| <b>Disqualification of Directors under section 164 of the Companies Act, 2013</b> |                                       |                                |                              |                             |                |
| Sr  | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
| 1   | No                                    |                                |                              |                             | Active         |
| 2   | No                                    |                                |                              |                             | Active         |
| 3   | No                                    |                                |                              |                             | Active         |
| 4   | No                                    |                                |                              |                             | Active         |
| 5   | No                                    |                                |                              |                             | Active         |
| 6   | No                                    |                                |                              |                             | Active         |
| 7   | No                                    |                                |                              |                             | Active         |

**I. Composition of Board of Directors**

| Sr | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & reg. 17A(2)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Reason for cessation | Notes for not providing PAN | Notes for not providing DIN |
|----|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|----------------------|-----------------------------|-----------------------------|
| 1  | Yes   | 07-07-2024                         | 01-05-2024                  | 01-05-2024             |                   | 20                             | 3  | 3   | 3   | 1  |                      |                             |                             |
| 2  | NA  |                                    | 29-01-2020                  | 29-01-2025             |                   |                                | 2  | 0   | 3   | 1  |                      |                             |                             |
| 3  | NA  |                                    | 02-05-2024                  | 02-05-2024             | 10-10-2025        |                                | 1  | 0   | 0   | 0  | Others               |                             |                             |
| 4  | NA  |                                    | 07-05-2022                  | 07-05-2024             |                   | 44                             | 1  | 1   | 1   | 0  |                      |                             |                             |
| 5  | NA  |                                    | 20-01-2024                  | 20-01-2024             |                   | 23.12                          | 4  | 4   | 4   | 4  |                      |                             |                             |
| 6  | NA  |                                    | 12-02-2024                  | 12-02-2024             |                   | 22.18                          | 2  | 2   | 3   | 0  |                      | Textual Information(1)      |                             |
| 7  | NA  |                                    | 10-10-2025                  | 10-10-2025             |                   |                                | 1  | 0   | 0   | 0  |                      |                             |                             |

**Text Block**

Textual Information(1)

Mr. Durgesh Kumar Singh is USA national hence not having any PAN No.

| Audit Committee Details                               |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson |            |                           |                                      |                         |                     | Yes               |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00466197   | Anil Kumar Chanana        | Non-Executive - Independent Director | Chairperson             | 22-01-2024          |                   |         |
| 2   | 00548091   | Om Prakash Bhatt          | Non-Executive - Independent Director | Member                  | 11-06-2024          |                   |         |
| 3   | 09595668   | Mary Beth Boucher         | Non-Executive - Independent Director | Member                  | 07-05-2022          |                   |         |
| 4   | 10485073   | Durgesh Kumar Singh       | Non-Executive - Independent Director | Member                  | 11-06-2024          |                   |         |

| <b>Nomination and remuneration committee</b>                                |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 10485073   | Durgesh Kumar Singh       | Non-Executive - Independent Director | Chairperson             | 11-06-2024          |                   |         |
| 2   | 00548091   | Om Prakash Bhatt          | Non-Executive - Independent Director | Member                  | 11-06-2024          |                   |         |
| 3   | 09595668   | Mary Beth Boucher         | Non-Executive - Independent Director | Member                  | 07-05-2022          |                   |         |

| Stakeholders Relationship Committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |                                      |                         |                     |                   | Yes     |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00548091   | Om Prakash Bhatt          | Non-Executive - Independent Director | Chairperson             | 11-06-2024          |                   |         |
| 2   | 10485073   | Durgesh Kumar Singh       | Non-Executive - Independent Director | Member                  | 11-06-2024          |                   |         |
| 3   | 07080613   | Sudhir Singh              | Executive Director                   | Member                  | 19-10-2023          |                   |         |

| Risk Management Committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson |            |                           |                                      |                         |                     | Yes               |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 09595668   | Mary Beth Boucher         | Non-Executive - Independent Director | Chairperson             | 22-01-2024          |                   |         |
| 2   | 00466197   | Anil Kumar Chanana        | Non-Executive - Independent Director | Member                  | 22-01-2024          |                   |         |
| 3   | 00548091   | Om Prakash Bhatt          | Non-Executive - Independent Director | Member                  | 11-06-2024          |                   |         |
| 4   | 09157177   | Gautam Samanta            | Executive Director                   | Member                  | 11-06-2024          | 10-10-2025        |         |
| 5   | 09160041   | John Robert Speight       | Executive Director                   | Member                  | 10-10-2025          |                   |         |

| <b>Corporate Social Responsibility Committee</b>                                |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson |            |                           |                                      |                         |                     |                   | Yes     |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 09595668   | Mary Beth Boucher         | Non-Executive - Independent Director | Chairperson             | 31-03-2024          |                   |         |
| 2   | 09157177   | Gautam Samanta            | Executive Director                   | Member                  | 11-06-2024          | 10-10-2025        |         |
| 3   | 07080613   | Sudhir Singh              | Executive Director                   | Member                  | 19-10-2023          |                   |         |
| 4   | 09160041   | John Robert Speight       | Executive Director                   | Member                  | 10-10-2025          |                   |         |

| <b>Other Committee</b> |            |                           |                         |                         |                         |         |
|------------------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr                     | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

| Disclosure of notes on meeting of board of directors explanatory |   |  | Notes for not providing Date | 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 Director) | No. of Independent Directors attending the meeting* |
|--|---|--|------------------------------|--|---|---|---|
| Sr. No.  | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter |                              |  |   |   |   |
| 1  | 23-07-2025  |  |                              | Yes  | 6   | 6   | 4   |
| 2  | 22-09-2025  |  | 60                           | Yes  | 6   | 6   | 4   |
| 3  |   | 24-10-2025   | 31                           | Yes  | 6   | 6   | 4   |
| 4  |   | 06-11-2025   | 12                           | Yes  | 6   | 6   | 4   |
| 5  |   | 02-12-2025   |                              | Yes  | 6   | 6   | 4   |
| 6  |   | 06-12-2025   |                              | Yes  | 6   | 5   | 4   |
| 7  |   | 13-12-2025   |                              | Yes  | 6   | 6   | 4   |
| 8  |   | 18-12-2025   |                              | Yes  | 6   | 6   | 4   |
| 9  |   | 20-12-2025   |                              | Yes  | 6   | 6   | 4   |
| 10   |   | 24-12-2025   |                              | Yes  | 6   | 4   | 2   |
| 11   |   | 26-12-2025   |                              | Yes  | 6   | 5   | 3   |

**Annexure 1**

**IV. Meeting of Committees**

| Disclosure of notes on meeting of committees explanatory |                                       |  |   |                         |                               |  |  |  |   |  |
|--|---------------------------------------|--|---|-------------------------|-------------------------------|--|--|--|---|--|
| Sr   | Name of Committee                     | Date(s) of meeting<br>(Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | 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) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1  | Audit Committee                       | 23-07-2025   |   |                         |                               | Yes  | 4  | 3  | 3   | 0  |
| 2  | Audit Committee                       | 24-10-2025   | 92  |                         |                               | Yes  | 4  | 4  | 4   | 0  |
| 3  | Audit Committee                       | 26-12-2025   | 62  |                         |                               | Yes  | 4  | 3  | 3   | 0  |
| 4  | Nomination and remuneration committee | 22-09-2025   |   |                         |                               | Yes  | 3  | 3  | 3   | 0  |
| 5  | Nomination and remuneration committee | 24-10-2025   |   |                         |                               | Yes  | 3  | 3  | 3   | 0  |
| 6  | Risk Management Committee             | 22-07-2025   |   |                         |                               | Yes  | 4  | 4  | 3   | 0  |

**Annexure 1**

**V. Affirmations**

| Sr | Subject   | Compliance status (Yes/No) |
|----|---|----------------------------|
| 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                        |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                    | Yes                        |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                    | Yes                        |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | Yes                        |
| 6  | 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                        |
| 7  | 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                        |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.  | Yes                        |

**Annexure 1**

| Sr | Subject           | Compliance status                        |
|----|-------------------|--|
| 1  | Name of signatory | Barkha Sharma                            |
| 2  | Designation       | Company Secretary and Compliance Officer |

| <b>Details of Cyber security incidence</b>   |                   |                            |
|--|-------------------|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter |                   | No                         |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter   |                   |                            |
| Sr.  | Date of the event | Brief details of the event |

| <b>Signatory Details</b> |  |
|--------------------------|--|
| Name of signatory        | Barkha Sharma                            |
| Designation of person    | Company Secretary and Compliance Officer |
| Place                    | NOIDA                                    |
| Date                     | 17-01-2026                               |

| <b>Investor Grievance Details</b>   |   |
|---|---|
| No. of investor complaints pending at the beginning of Quarter                  | 0 |
| No. of investor complaints received during the Quarter                          | 1 |
| No. of investor complaints disposed off during the Quarter                      | 1 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:**

| Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies |  |                     |   | Textual Information(1)                                |  |
|--|--|---------------------|---|---|--|
| Sr. No.  | Name of the unlisted company in which shares or voting rights have been acquired | Date of acquisition | Aggregate holding (% shares or voting rights) as at the end of the previous quarter | % shares or voting rights acquired during the quarter | Aggregate holding (% shares or voting rights) as at the end of the quarter |
| 1  | Encora US Holdco, Inc  | 26-12-2025          | 0   | 0   | 0  |
| 2  | Encora Holdings Ltd. (Cayman)  | 26-12-2025          | 0   | 0   | 0  |

**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below: Text Block**

|                        |  |
|------------------------|--|
| Textual Information(1) | <p>The Company has approved execution of a share subscription and share purchase agreement (the SSPA) by the Company with Encora US Holdco, Inc. and Encora Holdings Ltd. (Cayman) (collectively, the Target Companies), Encora Holdco Ltd. (UK) and AI Altius Parent (Cayman) Limited (collectively, the Investors), in relation to acquisition of the Target Companies shares from the Investors (Proposed Acquisition), in a share swap arrangement with the Company, whereby 9,37,96,508 (Nine Crore Thirty Seven Lac Ninety Six Thousand Five Hundred and Eight Only) fully paid up equity shares of the Company having face value of INR 2 (Indian Rupees Two) each (Equity Shares) shall be created, issued, offered and allotted to the Investors at a price of INR 1,815.91/- (Indian Rupees One Thousand Eight Hundred Fifteen And Ninety One Paise only) per Equity Share (which includes a premium of INR 1813.91/- (Indian Rupees One Thousand Eight Hundred Thirteen And Ninety One Paise only) per Equity Share) (Issue Price), aggregating up to a consideration of INR 1,70,32,60,16,842/- (Indian Rupees Seventeen Thousand and Thirty Two Crore Sixty Lac Sixteen Thousand Eight Hundred and Forty Two only), in accordance with the SSPA</p> |
|------------------------|--|