

June 21, 2023

**The Manager,
Department of Corporate Services
BSE Limited**
Floor 25, P.J. Towers,
Dalal Street, Mumbai – 400 001
BSE Scrip code – [532541]
Equity ISIN INE591G01017
Non-Convertible Bond ISIN INE591G08012

**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 Symbol – [COFORGE]

Dear Sir / Madam,

Ref: Intimation dated June 12, 2023 regarding the Annual General Meeting

Sub: Additional information under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

This is in continuation of our intimation dated June 12, 2023 with respect to Coforge Limited's ("Company") intimation of the Annual General Meeting on July 06, 2023 at 09:00 am IST.

We wish to provide some additional information on the resolutions proposed under item no. 5 & 6 of the AGM Notice to the shareholders of the company for their consideration.

Item No. 5: Approval of payment of commission to Basab Pradhan, Chairperson of the Company

Mr. Pradhan is an IIT Kanpur Graduate and a Post Graduate from IIM Ahmedabad, one of the most prestigious institutions in India. He has worked with organisations such as Hindustan Unilever and Infosys, where he was Head of Global Sales & Marketing, and has utilised his rich and varied experience as the Chairperson of Coforge. 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 an Independent Director and Chairperson of the Board for a period of 3 years w.e.f June 29, 2021 upto June 28, 2024. The commission was fixed at USD 220,000 as per the agreed terms and conditions.

Further, out of 7 non-executive directors, only 3 non-executive directors are paid commission (Mr. Ashwani Puri, Mr. Basab Pradhan and Ms. Mary Beth Boucher). The other four non-executive directors (Mr. Hari Gopalakrishnan, Mr. Kirtiram Hariharan, Mr. Kenneth Cheong and Mr. Patrick Cordes) do not voluntarily charge any commission from the Company and hence commission of Mr. Pradhan exceeds 50% of the total annual remuneration payable to all non-executive directors.

Apart from this, he is a professional Director based out of USA and not related to the Promoter. As a chairperson of the Company, he strives towards creating value for the shareholders of the company.

Further, as a Non-Executive Independent Director and Chairperson, Mr. Pradhan has a larger role to play in comparison to any other Non-Executive Director. In addition to his legal and fiduciary responsibilities, he plays a vital role majorly including the following points as elaborated below:

- a. Building an effective Board by promoting a culture of active engagement by both executive and non-executive members in an objective and in a balanced way.
- b. Ensuring that the CEO and Executive Team members' financial controls, regulatory compliance and risk management are robust as the Chairperson of the Board.
- c. Chairing Board meetings, setting the agenda for such meetings and ensuring that adequate time is available for discussion of all agenda items.
- d. Reviewing the risks and financial reporting of the company alongwith other members and ensuring that key risks and opportunities are addressed;
- e. Ensuring timely and transparent reporting, acting in the Company's best interest.
- f. Reviewing performance against the plan on a regular basis.
- g. Building high performing teams by ensuring the right candidates are chosen for key management roles.

With this the Board believes that Mr. Pradhan's commission is commensurate with the contribution made by him towards the Company's performance and operations.

Item No. 6: Approval of payment of remuneration to Mr. Sudhir Singh, CEO & Executive Director of the Company

Mr. Sudhir Singh, was appointed as an Executive Director and CEO for five years from January 29, 2020. His remuneration was also approved for five years upto 28 January 2025. The company is now seeking an approval to increase the remuneration limit from 5% upto 10% of net profits as per section 197 of the Companies Act, 2013. The limit could be breached during the remainder of his tenure on account of exercise of stock options that were granted as per the table below:

Grant Date	Vesting date	Grant price	No. of options granted	Grant Type
16-Mar-20	31-Mar-21	10	49,099	Performance / Milestone Based
16-Mar-20	31-Mar-21	10	17,275	Time Based
16-Mar-20	30-Sep-21	10	49,099	Performance / Milestone Based
16-Mar-20	30-Sep-21	10	8,637	Time Based
16-Mar-20	30-Sep-22	10	49,099	Performance / Milestone Based
16-Mar-20	30-Sep-22	10	17,275	Time Based
16-Mar-20	30-Sep-23	10	49,099	Performance / Milestone Based
16-Mar-20	30-Sep-23	10	17,275	Time Based
16-Mar-20	30-Sep-24	10	8,637	Time Based
31-Mar-20	30-Sep-21	10	8,638	Time Based
31-Mar-20	29-Mar-24	10	2,51,184	Performance / Milestone Based
31-Mar-20	30-Sep-24	10	49,100	Performance / Milestone Based
31-Mar-20	30-Sep-24	10	8,638	Time Based
13-Jul-21	31-Jul-22	10	10,000	Time Based
14-May-22	31-May-23	10	30,000	Time Based
20-Sep-22	30-Oct-23	10	46,631	Performance / Milestone Based
20-Sep-22	29-Mar-25	10	1,00,000	Performance / Milestone Based
26-Apr-23	30-May-24	10	1,35,000	Performance / Milestone Based

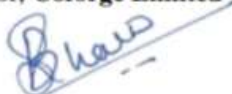
Notes:

- The tenure of Mr. Sudhir Singh, CEO & ED, is till Jan 2025. Hence, all the granted ESOPs will vest by FY25.
- No further grants are to be issued which will vest in his balance term as ED.
- Out of total grants issued during his tenure as ED, only 14% grants are time- based grants. Majority of ESOP grants are largely Performance/milestone based and hence the cost is estimated and might reduce provided the performance targets are not met.
- No of ESOPs to be vested will be determined basis achievement of performance/milestone targets (such as Revenues, EBITDA etc.) as set out by Nomination and Remuneration Committee.
- There would be no material increase in fixed salary over his balanced term.
- The performance linked cash bonus component is expected to be much lower in FY24 and FY25 as compared to FY23.

Once his tenure gets over, he would be eligible for reappointment and his compensation including any new grants of ESOP will come up for approval in the AGM in FY25.

This is for your information and records.

Thanking you.
Yours faithfully,
For, **Coforge Limited**



Barkha Sharma
Company Secretary
ACS No. 24060