

February 28, 2024

**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 Scrip code – [COFORGE]

Sub: Intimation pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements), Regulations, 2015 (“Listing Regulations”) read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Ref: Issue of Postal Ballot Notice to the shareholders of the Company and remote e-voting

Dear Sir/Madam,

In compliance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and the latest one being General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of Coforge Limited (the "**Company**") is sought to transact the Businesses as set out below and as contained in the Postal Ballot Notice dated February 27, 2024, (“Postal Ballot Notice”). The Company is sending Postal Ballot Notice in electronic form only.

1. To approve the re-appointment of Ms. Mary Beth Boucher (DIN: 09595668) as an Independent Director of the Company;
2. To approve the appointment of Mr. Anil Kumar Chanana (DIN: 00466197) as an Independent Director of the Company;
3. To approve the appointment of Mr. Durgesh Kumar Singh (Alias DK Singh) (DIN: 10485073) as an Independent Director of the Company; and
4. To consider and approve the amendment in Coforge Employee Stock Option Plan 2005 for regulatory changes and issue of options.

The said special resolutions are proposed to be passed by remote e-voting. The copy of Notice along with explanatory statement seeking approval of the Members by passing the special resolutions in respect of the aforesaid matters, is attached for your information and records. The same has also been uploaded on the website of the Company at www.coforge.com.

The Company will initiate, the dispatch of Postal Ballot Notice on Wednesday, February 28, 2024, electronically to all the members whose names appear in the Register of Members/Record of Depositories as on Friday, February 23, 2024, being the cut-off date for the purpose.

In terms of MCA Circulars, the Company has made arrangements with its Registrar & Share Transfer Agent for registration of email addresses of those shareholders who have not yet registered their email address. Those shareholders are requested to get their email addresses registered by following the procedure given in notes to the Postal Ballot Notice.

The Company has also engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to Members. The remote e-voting will commence from 9:00 A.M. (IST) on Thursday, February 29, 2024 and end at 05:00 P.M. (IST) on Friday, March 29, 2024. The results of the postal ballot shall be declared by the Chairman, or the Company Secretary duly authorized on or before March 30, 2024.



Further, the Company will also publish notice for completion of dispatch in two newspapers i.e. a) Business Standard (Hindi) & Business Standard (English) within stipulated time period and will submit the copies of the above newspaper advertisement intimating the proposed Postal ballot and confirming the dispatch completion of Postal Ballot Notice.

Kindly take this on record and acknowledge receipt.

Thanking you,

For Coforge Limited

Barkha Sharma
Company Secretary
ACS: 24060

Encl: as above

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

Dear Member(s),

NOTICE is hereby given to the Members of Coforge Limited ("the Company") pursuant to Section 108 and Section 110(1)(a) of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22(1) of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and the latest one being General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), for seeking the approval of the Members of the Company to the proposed Special Resolutions appended below by way of Postal Ballot (including electronic voting for Postal Ballot) ("**Postal Ballot**") only by voting through electronic means ("**e-voting**").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In case of any queries, shareholder may write to investors@coforge.com

The Board of Directors ("Board") of the Company by way of Resolutions by circulation on January 20, 2024 had, subject to the approval of the Members of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the re-appointment of Ms. Mary Beth Boucher (DIN: 09595668) as Independent Director w.e.f. May 07, 2024 for a second term of 5 (five) consecutive years and appointment of Mr. Anil Kumar Chanana (DIN: 00466197) as an Additional Director and Non-Executive Independent Director on the Board of the Company w.e.f. January 20, 2024 for a term of 4 (four) consecutive years.

Further, the Board at its meeting held on January 22, 2024 had approved amendments to the "Coforge Employee Stock Options Plan 2005" ("ESOP 2005") in line with the statutory requirement and increase in the ceiling limit on the number of options which can be granted under the Plan by up to 18,52,574 Employee Stock Options, subject to the approval of the Members in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and subject to such other approvals, permissions and sanctions as may be necessary from time to time and further on February 27, 2024, the Board proposed additional changes in the Plan as mentioned in the explanatory statement.

Furthermore, the Board by way of Resolution by circulation on February 12, 2024 had, subject to the approval of the Members of the Company by way of special resolution and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the appointment of Mr. DK Singh (DIN: 10485073) as an Additional Director and Non-Executive Independent Director on the Board of the Company w.e.f. February 12, 2024 for a term of 2 (two) consecutive years.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Nityanand Singh, Company Secretary (Membership No.FCS-2668 COP 2388) of M/s Nityanand Singh & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in this notice ("Notice/Postal Ballot Notice"). The remote e-voting period commences from 9.00 A.M. (IST) on February 29, 2024 and ends at 5.00 P.M. (IST) on March 29, 2024.

The scrutinizer will submit his report to the Chairman and/or to the Company Secretary duly authorized by him, after completion of the scrutiny of the votes received through e-voting in a fair and transparent manner. The results of the postal ballot shall be declared by the Chairman or the Company Secretary duly authorised on or before March 30, 2024 for submission with BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website: www.coforge.com and Service Provider's website: <https://evoting.nsdl.com>.

RESOLUTION NO. 1

TO APPROVE THE RE APPOINTMENT OF MS. MARY BETH BOUCHER (DIN: 09595668) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The members are requested 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 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and Regulation 17, Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Mary Beth Boucher (DIN: 09595668), whose tenure as Independent Director is expiring on May 06, 2024 and who has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from May 07, 2024 to May 06, 2029 (Both days inclusive), not subject to retirement by rotation, on such terms and conditions as mentioned in the appointment letter, as agreed by the Nomination and Remuneration Committee and Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to officer(s)/authorized representative(s) of the Company to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

RESOLUTION NO. 2

TO APPROVE THE APPOINTMENT OF MR. ANIL KUMAR CHANANA (DIN: 00466197) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The members are requested 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 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and Regulation 17, Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Kumar Chanana (DIN: 00466197), who was appointed as an Additional Director of the Company with effect from January 20, 2024, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 4 (four) consecutive years with effect from January 20, 2024 to January 19, 2028 (Both days inclusive), not subject to retirement by rotation, on such terms and conditions as mentioned in the appointment letter, as agreed by the Nomination and Remuneration Committee and Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to officer(s)/authorized representative(s) of the Company to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

RESOLUTION NO. 3

TO APPROVE THE APPOINTMENT OF MR. DURGESH KUMAR SINGH (ALIAS DK SINGH) (DIN: 10485073) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The members are requested 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 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and Regulation 17, Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Durgesh Kumar Singh (DIN: 10485073), who was appointed as an Additional Director of the Company with effect from February 12, 2024, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 2 (two) consecutive years with effect from February 12, 2024 to February 11, 2026 (Both days inclusive), not

subject to retirement by rotation, on such terms and conditions as mentioned in the appointment letter, as agreed by the Nomination and Remuneration Committee and Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to officer(s)/ authorized representative(s) of the Company to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

RESOLUTION NO. 4

TO APPROVE AMENDMENT IN COFORGE EMPLOYEE STOCK OPTION PLAN 2005 AND TO CREATE, GRANT, ISSUE, OFFER AND ALLOT, ADDITIONAL UP TO 18,52,574 STOCK OPTIONS CONVERTIBLE INTO UP TO 18,52,574 EQUITY SHARES OF RS. 10 EACH OF THE COMPANY

The members are requested to consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

"**RESOLVED THAT** in partial modification to earlier special resolutions passed by members through postal ballot process vide notice dated April 8, 2005 and February 21, 2020, for which the result was declared on May 18, 2005 and March 28, 2020 respectively and any other resolution(s), if passed in this regard and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all other rules framed thereunder, the Memorandum and Articles of Association of the Company, the SEBI (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 ("**SEBI Guidelines**") and all applicable rules and regulations issued by the Securities and Exchange Board of India and any other applicable laws, including any statutory modification or re-enactment thereof and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee thereof) to modify the Coforge Employee Stock Option Plan 2005 ("**Plan**") and to carry out the following amendments/ modifications to the Plan:

- (a) to create, grant, issue, offer and allot, in one or more tranches, additional up to 18,52,574 stock options convertible into up to 18,52,574 equity shares of Rs. 10 each of the Company aggregating up to a nominal face value not exceeding Rs. 1,85,25,740 fully paid as follows:
 - (i) 9,26,287 performance based options at an exercise price of INR 10 per share (face value); and
 - (ii) 9,26,287 performance based options at an exercise price which is an average of the six-month closing price of the equity shares of Coforge preceding the date of grant.(or such adjusted numbers for any bonus, rights, stock splits or consolidation or other re-organisation of capital structure of the Company, from time to time) to the present and future Employees as defined under the existing Plan in terms of this resolution and on such terms and conditions and in such tranches as may be decided by the Board;
- (b) to amend and modify the existing Plan by deleting existing Clause 7.8A i.e. in the event the employee is transferred or deputed to an associate company, the terms of grant (including the terms relating to vesting and exercise) shall continue even after such transfer or deputation; and
- (c) to amend and modify the existing Plan to bring it in line with the SEBI Guidelines.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted pursuant to the exercise of options under the Plan shall rank pari passu inter se and with the then existing equity shares of the Company, in all respects.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI Guidelines and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorized to make modification, changes, variation or amend, any of the terms and conditions of ESOP 2005 as it may deem fit from time to time in its sole and absolute discretion, subject to the conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI Guidelines, the terms specified in this resolution and the explanatory statement attached herewith and any other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, CEO & Executive Director of the Company, Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary and to settle any matters arising out of or incidental thereto and sign and execute deeds, applications, documents and writings that may be required on behalf of the board of directors and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution including but not limited

COFORGE LIMITED

Registered Office: 8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi-110019

Email: investors@coforge.com | Telephone: 011- 41029297

Website: <https://www.coforge.com> | CIN: L72100DL1992PLC048753



to any statutory filings with the Ministry of Corporate Affairs, stock exchanges and/ or any other statutory or regulatory authority as required under the applicable laws and regulations.”

By the Order of the Board
For Coforge Limited
Sd/-
Barkha Sharma
Company Secretary
ACS : 24060

Place: Greater Noida
Date: February 27, 2024

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 & 110 of the Companies Act, 2013 (“Act”) stating material facts and reasons for the proposed resolution is annexed hereto.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from the depositories as on February 23, 2024. Shareholders may note that this notice is also available on the website of the Company (www.coforge.com) and National Securities Depository Limited (NSDL), www.evoting.nsdl.com.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the given procedure for registration of email address and for receipt of login ID and password for remote e-voting:
 - a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register / update the same by writing to the Company along with copy of signed request letter in form ISR-1 (available on the website of the Company), inter-alia, containing name, address, folio number and attaching a self-attested copy of PAN card of the Member and such other documents as provided in the said form at investors@coforge.com or to Registrar & Share Transfer Agent (RTA), Alankit Assignments Limited at rta@alankit.com.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address, upon request received from the member. In case of any queries, Members may write to investors@coforge.com
4. All the documents referred to in the Explanatory Statements are available for inspection during business hours on all days except Saturdays, Sundays and Public holidays during the postal ballot process.
5. The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to its Members.
6. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on February 23, 2024 (**‘cut-off date’**) and the voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on the cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
7. The instructions for Shareholders for e-voting are as under:

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

1) Login method for e-Voting 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.

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.	1. 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

	<p>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.</p> <ol style="list-style-type: none"> 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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. 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.

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.

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.com 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

B) Login Method 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
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.
4. Your User ID details are given below :

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***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (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'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 to officenns@gmail.com with a copy marked to evoting@nsdl.com. 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 Mr. Amit Vishal at evoting@nsdl.com

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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

EXPLANATORY STATEMENT:

As required by Sections 102(1) and 110 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the businesses specified in this Notice.

ITEM NO. 1

TO APPROVE THE RE APPOINTMENT OF MS. MARY BETH BOUCHER (DIN: 09595668) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

On the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors ("Board") re-appointed Ms. Mary Beth Boucher (DIN: 09595668) as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from May 07, 2024 to May 6, 2029 (both days inclusive), subject to the approval of shareholders. In terms of Section 160 of the Companies Act, 2013 ("Act"), the Company has received a notice in writing from a member, proposing her candidature for the office of Director of the Company.

Ms. Mary Beth Boucher is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her written consent to act as a Director of the Company along with other requisite disclosures under applicable provisions. Ms. Mary Beth Boucher is not related to any of the existing Directors of the Company and does not hold any shares in the Company.

In the opinion of the Board and basis the declarations received from Ms. Mary Beth Boucher, she fulfils the conditions specified in the Act and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for her appointment as an Independent Director of the Company and is independent of the management.

The NRC and the Board are of the view that Ms. Mary Beth Boucher possesses the requisite skills and capabilities. Considering the skills, experience and expertise and based on the performance evaluation, the NRC and the Board considers that this continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Mary Beth Boucher as an Independent Director. Accordingly, the Board recommends the resolution in relation to the re-appointment of Ms. Mary Beth Boucher as an Independent Director, for the approval by the shareholders of the Company.

The letter of appointment issued to Ms. Mary Beth Boucher setting out all the terms and conditions of re-appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under Secretarial Standard 2 on General Meetings and Regulation 36(3) of Listing Regulations are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the re-appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the Listing Regulations, re-appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the re-appointment of Ms. Mary Beth Boucher as an Independent Director requires approval of the Members by passing a special resolution.

Except Ms. Mary Beth Boucher, being the appointee, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 1.

Accordingly, the approval of the Members is sought for the re-appointment of Ms. Mary Beth Boucher as an Independent Director, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years, from May 7, 2024 to May 6, 2029 (both days inclusive).

ITEM NO. 2

TO APPROVE THE APPOINTMENT OF MR. ANIL KUMAR CHANANA (DIN: 00466197) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

On the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors ("Board") appointed Mr. Anil Kumar Chanana (DIN: 00466197) as an Additional Director with effect from January 20, 2024 and as an Independent Director of the Company for a term of 4 (four) consecutive years with effect from January 20, 2024 upto January 19, 2028 (both days inclusive), subject to the approval of shareholders. In terms of Section 160 of the Companies Act, 2013 ("Act"), the Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company.

Mr. Anil Kumar Chanana is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company along with other requisite disclosures under applicable provisions. Mr. Anil Kumar Chanana is not related to any of the existing Directors of the Company and does not hold any shares in the Company.

In the opinion of the Board and basis the declarations received from Mr. Anil Kumar Chanana, he fulfils the conditions specified in the Act and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) for his appointment as an Independent Director of the Company and is independent of the management.

The NRC and the Board are of the view that Mr. Anil Kumar Chanana possesses the requisite skills and capabilities. Considering the skills, experience and expertise, the NRC and the Board considers that this association would be of immense benefit to the Company and it is desirable to avail services of Mr. Anil Kumar Chanana as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Anil Kumar Chanana as an Independent Director, for the approval by the shareholders of the Company.

The letter of appointment issued to Mr. Anil Kumar Chanana setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under Secretarial Standard 2 on General Meetings and Regulation 36(3) of Listing Regulations are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Mr. Anil Kumar Chanana as an Independent Director requires approval of the Members by passing a special resolution.

Except Mr. Anil Kumar Chanana, being the appointee, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 2.

Accordingly, the approval of the Members is sought for the appointment of Mr. Anil Kumar Chanana as an Independent Director, not liable to retire by rotation, to hold office for a period of 4 (four) consecutive years, from January 20, 2024 to January 19, 2028 (both days inclusive).

ITEM NO. 3

TO APPROVE THE APPOINTMENT OF MR. DURGESH KUMAR SINGH (DIN: 10485073) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

On the recommendation of the Nomination & Remuneration Committee (“**NRC**”), the Board of Directors (“**Board**”) appointed Mr. DK Singh (DIN: 10485073) as an Additional Director with effect from February 12, 2024 and as an Independent Director of the Company for a term of 2 (two) consecutive years with effect from February 12, 2024 upto February 11, 2026 (both days inclusive), subject to the approval of shareholders. In terms of Section 160 of the Companies Act, 2013 (“**Act**”), the Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company.

Mr. DK Singh is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company along with other requisite disclosures under applicable provisions. Mr. DK Singh is not related to any of the existing Directors of the Company and does not hold any shares in the Company.

In the opinion of the Board and basis the declarations received from Mr. DK Singh, he fulfils the conditions specified in the Act and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) for his appointment as an Independent Director of the Company and is independent of the management.

The NRC and the Board are of the view that Mr. DK Singh possesses the requisite skills and capabilities. Considering the skills, experience and expertise, the NRC and the Board considers that this association would be of immense benefit to the Company and it is desirable to avail services of Mr. DK Singh as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. DK Singh as an Independent Director, for the approval by the shareholders of the Company.

The letter of appointment issued to Mr. DK Singh setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under Secretarial Standard 2 on General Meetings and Regulation 36(3) of Listing Regulations are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the Listing Regulations, appointment of an

Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Mr. DK Singh as an Independent Director requires approval of the Members by passing a special resolution.

Except Mr. DK Singh, being the appointee, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 3.

Accordingly, the approval of the Members is sought for the appointment of Mr. DK Singh as an Independent Director, not liable to retire by rotation, to hold office for a period of 2 (two) consecutive years, from February 12, 2024 to February 11, 2026 (both days inclusive).

ITEM NO. 4

TO APPROVE AMENDMENT IN COFORGE EMPLOYEE STOCK OPTION PLAN 2005 AND TO CREATE, GRANT, ISSUE, OFFER AND ALLOT, ADDITIONAL UP TO 18,52,574 STOCK OPTIONS CONVERTIBLE INTO UP TO 18,52,574 EQUITY SHARES OF RS. 10 EACH OF THE COMPANY

Coforge Limited (“Coforge” / the “Company”) is a global digital services and solutions provider with an annual revenue of \$1 Bn+. Coforge leverages emerging technologies and deep domain expertise to deliver real-world business impact for its clients.

The Company with the objective of rewarding and motivating employees for their long association and in recognition of their dedicated service to the Company and also to attract and retain the best talent, has been granting stock options pursuant to the approval of its members at general meeting. Rewarding employees with stock options aligns with the long term sustainable growth of the Company and ensures active participation by a team of motivated employees in ensuring its desired growth. It will provide competitive edge in the current economic and market scenario, if adoption and implementation of such incentive structure is encouraged and supported by way of grant of stock options.

The shareholders by way of special resolution passed through postal ballot process vide notice dated April 8, 2005, for which the result was declared on May 18, 2005 had approved the issue of 38,50,000 equity shares of Rs. 10 each to the employees of the Company under Coforge Employee Stock Option Plan 2005 (“Plan”) representing 38,50,000 stock options. Thereafter, pursuant to issue of bonus shares in the year 2007, appropriate adjustments were made in the exercise price and the number of equity shares to be allotted post exercise in respect of stock options that were vested but not exercised.

In March 2020, the shareholders by way of special resolution passed through postal ballot process vide notice dated February 21, 2020, for which the result was declared on March 28, 2020 had approved the issue of additional 9,00,000 equity shares of Rs. 10 each to the employees of the Company under Plan. The majority of these options had a performance-based vesting criteria. This helped the Company significantly, not only to deliver an industry leading growth, but also to attract and retain leadership from other Tier 1 organisations.

Since the date of the last shareholders’ approval in the year 2020, many new employees have joined the Company and in order to retain the existing employees of the Company and also to attract and retain the best talent, the Board upon the recommendation of the Compensation Committee, at its meeting held on January 22, 2024 approved an additional up to 18,52,574 stock options to be granted to the present and future permanent employees, working in India or abroad, including directors (whether whole time directors or not) of the Company, holding company, subsidiary company whether working in India or outside India but excluding independent directors (“Employees”), subject to the eligibility criteria and on such other terms as may be determined by the Board under the existing Plan and further on February 26, 2024, the Compensation Committee proposed additional changes in the Plan as mentioned in the explanatory statement.

Further, the ESOP 2005 shall extend to such persons who are eligible under SEBI Guidelines including directors, whether whole-time or otherwise, (but excluding promoters and Independent Directors) of the Company and/or of its holding and/or subsidiary company(ies) such eligible persons shall hereinafter to be referred to as “Employee(s)”.

Brief description of the Plan

The Company has consistently grown profitably in the top quartile of the IT sector, resulting in an industry leading shareholder’s return.

Particulars	FY2020	FY2023	CAGR# Growth
Revenue in INR mn	41,839	80,146	24.2%
EBITDA INR mn	7,198	14,053	25.0%
Profit After Tax in INR mn	4,442	8,117	22.3%
Share Price in INR	1,147*	6,666*	~58%

compounded annual growth rate

% as on March 31, 2020

* as on Feb 12, 2024

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The Company was also able to outperform its comparable peers and achieve a key revenue milestone of US\$ 1 billion in Financial Year 2022-23 as compared to US \$ 463 M in Financial Year 2017-18.

The Company's management has now set an ambitious milestone of achieving US\$ 2 billion revenue in the next 4/5 years. In August 2023, the Company's promoter, Hulst B.V. (BPEA EQT), sold its entire shareholding, thus resulting in 100% public ownership in the Company.

The Company is now a professionally managed company and would need to attract, retain, and motivate its key leadership talent through long term incentives such as employee stock options, in line with the industry practice.

Accordingly, the ESOP scheme is very important for the Company to attract and retain talent in the Indian IT services industry wherein other competing companies are offering such incentives.

The Company's pool of the existing stock options has almost been exhausted and only ~0.39% of options continue to remain in the pool as on January 22, 2024. To support its growth plans and compete with its peers in future, the Company needs to come up with an additional pool of stock options.

The Compensation Committee and Board has proposed that the additional pool of the stock options, as contemplated herein, would broadly consist in of the two types of options as listed below:

Stock Option Grant Type	Type 1	Type 2															
Exercise Price	1.5% of the total shareholding i.e. 9,26,287 performance based options at an exercise price of INR 10 per share (face value).	1.5% of the total shareholding i.e. 9,26,287 performance based options at an exercise price which is an average of the six-month closing price of the equity shares of Coforge preceding the date of grant.															
Vesting Criteria	All such options will have a performance based vesting. The Compensation Committee may determine the performance targets for each year as per the parameters set out below: <ul style="list-style-type: none"> ○ Revenue target of the Company in USD million in each financial year ○ Profit target of the Company in USD million in each financial year ○ Revenue target of the respective business unit / account in USD million in each financial year ○ Profit target of the respective business unit / account in USD million in each financial year ○ Operating Cashflow to EBITDA ratio of the Company for each financial year. ○ Any other parameters as the Compensation Committee may determine from time to time. 																
Target Thresholds	The Company and the Compensation Committee sets a minimum threshold of 90% of the target for the relevant financial year, below which, all the options for the respective period are forfeited and transferred to the pool. At achievement of 90% of the target, only 50% of the allocated options get vested and at 100% achievement of target, all options granted for the said year get vested. If the relevant employee achieves more than 100% of the target, the employee will not be entitled to any additional options. If the employee achieves between 90% to 100% of the target, the vesting is on a prorated basis. i.e. 50% to 100%. Please see below the vesting computation based on the aforementioned principles. <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Performance Criteria</th> <th>Achievement %</th> <th>No. of options that would vest</th> </tr> </thead> <tbody> <tr> <td>Parameters as mentioned above</td> <td>90%</td> <td>50%</td> </tr> <tr> <td></td> <td>95%</td> <td>75%</td> </tr> <tr> <td></td> <td>100%</td> <td>100%</td> </tr> <tr> <td></td> <td>>100%</td> <td>100%</td> </tr> </tbody> </table>		Performance Criteria	Achievement %	No. of options that would vest	Parameters as mentioned above	90%	50%		95%	75%		100%	100%		>100%	100%
Performance Criteria	Achievement %	No. of options that would vest															
Parameters as mentioned above	90%	50%															
	95%	75%															
	100%	100%															
	>100%	100%															
Vesting period	These are 5-to-7-year grants with an equated vesting for each year, subject to compliance with applicable law. For example, for a 5-year grant period, vesting would be 20% for each year based on achievement of performance criteria (with a minimum vesting period																

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	of at least 1 year). Historically ~39% of the options issued have lapsed on account of non-achievement of the performance criteria mentioned above or employee attrition.
Coverage	Approximately 100 key employees of Coforge and its subsidiaries upto 4 levels below the CEO will be covered as part of this plan. Coforge does not have an associate company nor does the ESOP Plan apply to the employees of any associate company in the future. With growth and increase in size of Company, a similar number of additional employees could get covered over a period of 5 to 7 years.
Other information	<ul style="list-style-type: none"> o Not more than 1% of the shareholding would be granted to one single individual. o The employees would be provided a mix of the two option types. o The grants issued in March 2020 had exercise price of INR 10/- per share. The performance parameters, target thresholds and vesting period was same as has been mentioned above.

In addition to the above, the Company proposes to also align the Plan with the Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 ("**SEBI Guidelines**") which came into force on August 13, 2021 thereby replacing the erstwhile Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014.

The brief details relating aforementioned resolutions are placed for the review of members and disclosures pursuant to the SEBI Guidelines and the Companies Act, 2013 and rules made thereunder are as under:

1. Details of variations in the Plan
 - a. The details of the major variations in the Plan are as under:

Existing Clause	Existing Provision	New Clause	New Provision
1.3	The ESOP 2005 is established as per the approval granted by the shareholders by a special resolution through postal ballot on May 18, 2005 and shall continue to be in force until the date on which all of the options available for issuance as per the approval granted by the shareholders have been vested and exercised.	1.3	The ESOP 2005 is established as per the approval granted by the shareholders by a special resolution through postal ballot on May 18, 2005 and further amended as per the approvals granted by the shareholders by special resolutions on March 28, 2020 and [•], 2024 and shall continue to be in force until the date on which all of the Options available for issuance as per the approval granted by the shareholders have been vested and exercised.
2.1 (vii)	"Control" shall have the same meaning as defined under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	--	No such clause
--	No such clause	2.1.(xv)	"Fair Market Value (FMV)" means the closing price on a Recognized Stock Exchange on which the Shares of the Company are listed on the date immediately prior to the Relevant Date. Explanation. - If such Shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the FMV.
2.1 (xvii)	"Grant date" means the date on which the compensation committee approves the grant.	--	No such clause
2.1 (xviii)	"Group" means two or more companies which, directly or indirectly, are in a position to-, (i) exercise twenty-six per cent. or more of the voting rights in the other company; or (ii) appoint more than fifty per cent. of the members of the board of directors in the other company; or (iii) control the management or affairs of the other company.	--	No such clause

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Existing Clause	Existing Provision	New Clause	New Provision
2.1 (xix)	<p>"Independent Director" means a non-executive director, other than a nominee director of the listed entity:</p> <p>(i) who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;</p> <p>(ii) who is or was not a promoter of the listed entity or its holding, subsidiary or associate company or member of the promoter group of the listed entity;</p> <p>(iii) who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;</p> <p>(iv) who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;</p> <p>(v) none of whose relatives has or had pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;</p> <p>(vi) who, neither himself, nor whose relative(s) –</p> <p>(A) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;</p> <p>(B) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –</p> <p>(1) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or</p> <p>(2) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;</p> <p>(C) holds together with his relatives two per cent or more of the total voting power of the listed entity; or</p> <p>(D) is a chief executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that</p>	2.1 (xvii)	<p>"Independent Director" shall have the same meaning assigned to it under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;</p>

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Existing Clause	Existing Provision	New Clause	New Provision
	holds two per cent or more of the total voting power of the listed entity; (E) is a material supplier, service provider or customer or a lessor or lessee of the listed entity; (vii) who is not less than 21 years of age. (viii) who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director:		
2.1 (xxvii)	“Register” means the Register of Option Grantees maintained by the Company.	--	No such clause
2.1.(xxxv)	“Subsidiary company” or “Subsidiary” includes any present or future subsidiary company of the Company, as defined in Section 4 of the Companies Act.	2.1.(xxxii.)	“Subsidiary Company” or “Subsidiary” includes any present or future subsidiary company of the Company, as defined under the provisions of the Companies Act.
3.1	A Special Resolution has been passed by the shareholders of the Company through postal ballot on May 18, 2005 authorizing the Board / Compensation Committee to issue 3,850,000 Employee Stock Options to Employees. Each option is exercisable for one (1) equity share or security convertible to one (1) equity share of face value of Rs. 10/- each fully paid up on payment to the Company for such shares at a price to be determined in accordance with ESOP 2005. A special resolution has been passed by the shareholders of the Company authorizing the Board / Compensation Committee to issue additional Nine Lakhs (9,00,000) Employee Stock Options to Employees. Each option is exercisable for one (1) equity share or security convertible to one (1) equity share of face value of Rs. 10/- each fully paid up on payment to the Company for such shares at a price to be determined in accordance with ESOP 2005.	3.1.	A special resolution has been passed by the shareholders of the Company through postal ballot on May 18, 2005 authorizing the Board / Compensation Committee to issue 3,850,000 Employee Stock Options to Employees. Each Option is exercisable for one (1) equity share or security convertible to one (1) equity share of face value of Rs. 10/- each fully paid up on payment to the Company for such shares at a price to be determined in accordance with ESOP 2005. Further as on August 30, 2007, pursuant to a Corporate Action (i.e. a bonus issue), the number of options were increased from 3,850,000 to 5,540,175. A special resolution has been passed by the shareholders of the Company on March 28, 2020 authorizing the Board / Compensation Committee to issue additional 900,000 Employee Stock Options to Employees. Each Option is exercisable for one (1) equity share or security convertible to one (1) equity share of face value of Rs. 10/- each fully paid up on payment to the Company for such shares at a price to be determined in accordance with ESOP 2005. A special resolution is passed by the shareholders of the Company on [•] authorizing the Board / Compensation Committee to issue additional 18,52,574 Employee Stock Options to Employees. Each Option is exercisable for one (1) equity Share or security convertible to one (1) equity Share of face value of Rs. 10/- each fully paid up on payment to the Company for such Shares at a price to be determined in accordance with ESOP 2005 and in accordance with the terms and conditions of the resolution passed by the Compensation Committee on February 26, 2024.

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Existing Clause	Existing Provision	New Clause	New Provision
--	No such clause	4.2 (xiii)	The procedure for buy-back of Employee Stock Options issued under this Plan, if to be undertaken at any time by the Company, and the applicable terms and conditions, including a)permissible sources of financing for buyback; b)any minimum financial thresholds to be maintained by the company as per its last financial statements; and c)limits upon quantum of specified securities that the company may buy-back in a financial year.
6	<p>The Employee Stock Options granted under ESOP 2005 shall vest in a minimum period of 1 year and a maximum of 7 years from the date of Grant of the Option. The exact proportion in which the Options would vest shall be determined by the Compensation Committee, subject to the minimum Vesting Period of one year from the date of Grant of Options.</p> <p>The Compensation Committee, in its discretion, at the time of each Grant, may lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance based Vesting, and the proportion in which Options are granted under ESOP 2005 would vest (subject to the minimum and maximum Vesting Period as specified above).</p> <p>The Options would vest only if the Option Grantee continues to be in employment of the Company on the date that they are due to vest. No Options would vest in case the employee has resigned and in such case the last working day shall be considered to be the cut off date for Vesting.</p>	6	<p>The Employee Stock Options granted under ESOP 2005 shall vest in a minimum period of 1 year and a maximum of 7 years from the date of Grant of the Option. The exact proportion in which the Options would vest shall be determined by the Compensation Committee, subject to the minimum Vesting Period of one year from the date of Grant of Options.</p> <p>The Compensation Committee, in its discretion, at the time of each Grant, may lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance based Vesting, and the proportion in which Options are granted under ESOP 2005 would vest (subject to the minimum and maximum Vesting Period as specified above).</p> <p>Subject to Clause 7.5(ii) below the Options would vest only if the Option Grantee continues to be in employment of the Company on the date that they are due to vest. No Options would vest in case the employee has resigned and in such case the last working day shall be considered to be the cut off date for Vesting.</p>
7.3	In the event of the death of an Employee while in employment with the Company, all the Vested and Unvested Options may be Exercised by the Option Grantee's nominees or legal heirs immediately after, but in no event later than twelve months from the date of death.	7.3	In the event of the death of an Employee while in employment with the Company, all the Vested Options and Unvested Options may be Exercised by the Option Grantee's nominees or legal heirs immediately after, but in no event later than twelve months from the date of death. All the Unvested Options will vest in the Option Grantee's nominees or legal heirs with effect from the date of the death of the Option Grantee.
7.4	In the event of separation of an Employee from the Company due to reasons of Permanent Incapacity while in employment, the Option Grantee may Exercise his Vested as well as	7.4	In the event of separation of an Employee from the Company due to reasons of Permanent Incapacity while in employment, the Option Grantee may

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Existing Clause	Existing Provision	New Clause	New Provision
	Unvested Option immediately after Permanent Incapacity but in no event later than twelve months from the date of separation from employment.		Exercise his Vested Options as well as Unvested Option immediately after Permanent Incapacity but in no event later than twelve months from the date of separation from employment. All the Unvested Options will vest in the Option Grantee with effect from the date of the Permanent Incapacitation of the Option Grantee.
7.5 (ii)	all Unvested Options will stand cancelled as on the date of such retirement, unless otherwise determined by the Compensation Committee whose determination will be final and binding.	7.5 (ii)	all Unvested Options shall, vest in accordance with the applicable law.
7.8A	In the event the employee is transferred or deputed to an associate company, the terms of grant (including the terms relating to vesting and exercise) shall continue even after such transfer or deputation.	-	No such clause
9	<p>Any company implementing any of the share based schemes shall follow the requirements of the 'Guidance Note on Accounting for employee share-based Payments' (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.</p> <p>Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.</p>	9	The Company implementing any of the share based schemes shall follow the requirements of the Accounting Standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act and any other applicable provisions including any 'Guidance Note on Accounting for employee share-based Payments' issued in that regard from time to time, if applicable to the Company.
13	Email: coforgeesop2005help@coforgetech.com	13	Email: secretarial@coforge.com

Other than as stated above, the rest of the other terms and conditions of the Plan remain unchanged.

b. Rationale for the variation of the Plan:

- i. To reward and motivate employees for their long association and in recognition of their dedicated service to the Company and also to attract and retain the best talent as more particularly set out in the description above.
- ii. In addition to the above, the Company proposes to also align the Plan with the revised SEBI Guidelines which came into force on August 13, 2021 thereby replacing the erstwhile Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014.
- iii. The proposed amendments also contain certain editorial changes, and consistency changes.
- iv. The proposed amendments are not detrimental to the interests of the employees/ directors of the Company, its subsidiary companies or holding company, if any.

c. Details of the employees who are beneficiaries of such variation:

The beneficiaries of the proposed variation are all existing options grantees and such other option grantees to whom options may be granted in the future.

d. Other disclosures, as required under the SEBI Guidelines as well as the Companies Act and the rules framed thereunder.

Sr. No.	Particulars	Remark
1.	Brief description of the scheme(s)	Please refer to paragraphs titled 'Brief description of the Plan' above.
2.	Number of options to be granted	<p>The additional number of options to be granted by under the existing Plan shall not exceed 18,52,574 options representing 18,52,574 equity shares of INR 10 each of the Company plus the number of options that the nomination and remuneration committee of the Company ("Compensation Committee") may decide to grant under the Plan out of the lapsed options, if any, under the said Plan or such adjusted numbers for any bonus, rights, stock splits or consolidation or other re-organisation of the capital structure of the Company as may be applicable, from time to time.</p> <p>Each stock option when exercised and allotted shall be converted into one fully paid-up equity share of Rs. 10/- each.</p> <p>The options, that may lapse/expire or are forfeited, will be available for grant to the eligible employees.</p>
3.	Identification of classes of employees entitled to participate and be beneficiaries in the amended Plan	The Employees to whom the Options would be granted and their Eligibility would be determined by the Compensation Committee as per the Plan.
4.	Requirements of vesting, period of vesting and maximum period of vesting	<p>The exact proportion in which the options would vest shall be determined by the Compensation Committee, subject to the minimum vesting period of one year from the date of grant of options. The Compensation Committee will consider performance based vesting as set out above.</p> <p>Minimum period of 1 year and a maximum of 7 years from the date of grant of the option.</p>
5.	Exercise price, SAR price, purchase price or pricing formula	<p>The Exercise Price shall be the price payable by the employee for exercising the Options granted to him under the Plan as may be decided by the Compensation Committee from time to time, such price being not less than the then existing Face Value of the Share of the Company.</p> <p>The details of the exercise price as determined by the Compensation Committee in relation to the additional 18,52,574 options are set out above.</p>
6.	Exercise period/offer period and process of exercise/acceptance of offer	<p>The Exercise Period would commence from the date of Vesting and will expire on completion of not more than five (5) years from such date of Vesting of Options as may be decided by the Compensation Committee from time to time.</p> <p>The Vested Options will be exercisable by the Employee by a written application to the Company to exercise the Options on full payment of Exercise Price and in such manner and on execution of such documents, as may be prescribed by the Compensation Committee from time to time.</p> <p>The options will lapse if not exercised within the specified exercise period. Payment of the exercise price shall be made by a crossed cheque or a demand draft drawn in</p>

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		favour of the Company, or in such other manner as the Compensation Committee may decide.
7.	The appraisal process for determining the eligibility of employees for the scheme(s);	The appraisal process for determining the eligibility of the Employee will be specified by the Compensation Committee and will be based on criteria such as seniority of Employee, length of service, performance record, merit of the Employee, future contribution potential of the Employee and/or such other criteria as may be determined by the Compensation Committee at its sole discretion.
8.	Maximum number of options, SARs, shares, as the case may be, to be offered and issued per employee and in aggregate, if any;	The maximum number of options to be issued to any eligible employee during any one year will be decided by the Compensation Committee, subject however that the same shall not be equal to or more than 1% of the issued equity shares of the Company as on the date of grant. The aggregate of all such additional options granted shall not exceed 18,52,574 options plus the number of lapsed and unallocated options, if any, under this Plan or such adjusted numbers for any bonus, rights, stock splits or consolidation or other re-organisation of the capital structure of the Company, as applicable, from time to time. The maximum quantum of benefits to be provided to each employee is not quantifiable as it would depend on a case to case and the market price of the share.
9.	Maximum quantum of benefits to be provided per employee under a scheme(s);	Unless otherwise determined by the Compensation Committee, the maximum quantum of benefits underlying the equity shares acquired by the employee will be equal to the appreciation in the value of the equity shares, if any.
10.	Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;	The scheme would be implemented and administered by the Company.
11.	Route of implementation and source of shares	The Plan shall be administered by the Compensation Committee. Upon exercise of options by the employees, the Company will issue and allot equity shares.
12.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;	New issue of shares by Company
13.	The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;	NA
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	NA
15.	A statement to the effect that the company shall conform to the accounting policies specified in regulation 15.	Yes
16.	The method which the company shall use to value its options or SARs;	The company shall use the fair value method for the valuation of options.
17.	The following statement, if applicable: 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report';	NA

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18.	Period of lock-in	The lock-in period, if any, for the shares issued upon Exercise of Options will be determined by the Compensation Committee in accordance with this Plan and Applicable Laws.
19.	Terms & conditions for buyback, if any, of specified securities covered under these regulations.	The procedure for buy-back of Employee Stock Options issued under this Plan, if to be undertaken at any time by the Company and the applicable terms and conditions will be determined by the Compensation Committee in accordance with this Plan and Applicable Laws.
20.	Listing	The shares allotted pursuant to the exercise of the stock options, shall be listed on BSE Limited and National Stock Exchange of India Limited.
21.	Method of exercise	<p>(a) In the event of the death of an Employee while in employment with the Company, all the Vested Options and Unvested Options may be Exercised by the Option Grantee's nominees or legal heirs immediately after, but in no event later than twelve months from the date of death. All the Unvested Options will vest in the Option Grantee's nominees or legal heirs with effect from the date of the death of the Option Grantee.</p> <p>(b) In the event of separation of an Employee from the Company due to reasons of Permanent Incapacity while in employment, the Option Grantee may Exercise his Vested as well as Unvested Option immediately after Permanent Incapacity but in no event later than 12 (twelve) months from the date of separation from employment. All the Unvested Options will vest in the Option Grantee on the date of the Permanent Incapacitation of the Option Grantee</p> <p>(c) In the event of separation from employment for reasons of normal Retirement or a Retirement specifically approved by the Company,</p> <p>(i) all Vested Options should be exercised by the Option Grantee immediately after, but in no event later than twelve months from the date of such Option Grantee's Retirement, and</p> <p>(ii) all Unvested Options shall vest in accordance with applicable law.</p> <p>(d) In case of termination of employment due to abandonment of employment by the employee or his termination due to misconduct, all vested and unvested options at the time of such abandonment shall stand cancelled unless otherwise determined by the Compensation Committee.</p> <p>(e) In the event of termination of employment other than due to reasons specified in paragraph (e) above, all unvested options on the last working day or date of termination shall stand cancelled. All vested options will be exercisable by the employee immediately but not later than 7 (seven) months from the last working day or the date of termination, as the case may be.</p> <p>(f) In the event of separation of the employee other than for the reasons specified above, all unvested options on the date of separation shall stand cancelled with</p>

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		effect from that date. However, all vested options as on that date shall be exercisable by the employee immediately but not later than 7 (seven) months from the date of separation.
22.	Tax	The liability of paying tax, if any, on the options granted pursuant to this Plan and the shares issued pursuant to exercise of options shall be entirely on the employees and shall be in accordance with the provisions of Income Tax Act, 1961 and rules framed thereunder as applicable from time to time and/or applicable tax laws of respective tax jurisdictions of the option grantees.

Accordingly, the approval of the Members is sought for the purpose of amending the Scheme and issuance of additional up to 18,52,574 stock options convertible into 18,52,574 equity shares of Rs. 10 each of the Company.

Consent of the Members is also required under SEBI Guidelines by way of a special resolution. The resolution and the terms stated therein as also the terms stated in this explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/to be issued by statutory authorities in that behalf and the Board shall have the sole and absolute authority to modify the terms herein which do not conform with the provisions of the said guidelines/ regulations.

Your Board, accordingly, recommends passing of the resolution as set out in this Notice, for the approval of the members as a special resolution. These variations/amendments are not detrimental or prejudicial to the interests of the employees.

Since the options could also be offered and issued to the Whole-Time Directors and Key Managerial Personnel of the Company, such Whole-Time Directors and Key Managerial Personnel and their relatives are deemed to be concerned and interested in the said resolution as set out in Item no 4.

No other director shall be concerned or interested financially or otherwise in the above resolution. The Members approval in accordance with the resolution is inter alia also being sought for authorising the Board to do all such acts as stated in the resolution and hereinabove where they would be the beneficiaries.

Accordingly, the resolutions set as Item No. 4 is being placed for the approval of the members by way of special resolutions pursuant to the provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefit Regulations and Sweat Equity) Regulations, 2021 and all other applicable provisions of law for the time being in force.

Place : Greater Noida
Date : February 27, 2024

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

**Sd/-
Barkha Sharma
Company Secretary
ACS : 24060**

(ANNEXURE TO NOTICE DATED FEBRUARY 27, 2024) DETAILS OF DIRECTORS SEEKING APPOINTMENT)

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings.

Name of Director.	Ms. Mary Beth Boucher	Mr. Anil Kumar Chanana	Mr. DK Singh
DIN	09595668	00466197	10485073
Age.	58	65	60
Qualification.	Ms. Mary Beth Boucher holds a BS in Electrical Engineering from the University of Connecticut and an MBA from Rensselaer Polytechnic Institute.	Mr. Anil Kumar Chanana is a Chartered Accountant by profession, and has completed his B.Com (Honours) from the University of Delhi and the financial management program at the Stanford Graduate School of Business.	Mr. DK Singh has a MS degree in Industrial Engineering from G.B. Pant University and BS in Mechanical Engineering from Mississippi State University.

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<p>Experience / Brief Profile.</p>	<p>Ms. Mary Beth Boucher is an internationally certified board director, Global CIO and Transformation Officer Partner in Fortium Partners' East Region, where she leverages her broad industry experience including pharmaceutical, life sciences, insurance as well as government and utilities. Ms. Beth has more than 25 years of experience leading strategic initiatives such as Global M&A, Cybersecurity, ITO/BPO transformation, Process Automation to solve the information technology challenges of complex global enterprises.</p> <p>Ms. Mary Beth Boucher has a strong track record of driving business and digital transformation to free up capital for investment and growth. Ms. Beth is a member of the World Affairs Forum, NY Society for Information Management, Evanta NYC leadership Council, and the Red Zone MasterMind Leadership team. Ms. Mary Beth Boucher is an active contributor to causes supporting community business development, animal welfare and mentoring with NPower.</p>	<p>Mr. Anil Kumar Chanana is a finance veteran, with more than 40 years of experience covering global IT and analytics. He has previously served as the Chief Financial Officer of HCL Technologies Limited and worked closely with the board and its committees in formulating and executing strategic priorities. He played leadership roles in areas like Finance, M&A, Procurement, Risk Management and Corporate Restructuring.</p> <p>Mr. Anil Kumar Chanana is acting as business consultant in strategy and finance. He is serving on the boards of listed and unlisted entities having private equity sponsors and in diverse sectors such as CDMO, API, intermediates and formulations, sports and athleisure footwear, Nex-gen customer experience, and health benefits administration.</p>	<p>Mr. DK Singh has over 35 years of leadership experience across multiple global industries including retail, industrial, consumer packaged goods, and technology companies with functional expertise in Procurement, Supply-Chain, and Engineering.</p> <p>Mr. DK Singh has a proven track-record in successfully transforming global and complex procurement and supply chain organizations, taking a strategic "total margin management" view across both growth and lean market cycles. His leadership has been key in reducing billions of dollars of cost, improving cash positions for the companies, leveraging sustainability and AI/digitization as a competitive advantage throughout his career.</p> <p>Mr. DK Singh is currently a Senior Advisor at McKinsey & Company. He was a Senior Vice President and Chief Procurement Officer at Walmart. Prior to Walmart, he has also worked with companies like Schneider Electric, ConAgra, Motorola, and IBM in the past. He is a member of Hyde Park Angels Venture Capitalist (HPA) in Chicago, a leading early-stage investor. He was a Corporate Advisory Board Member for American Airlines, Resin Technology company, and Michigan State University Supply-Chain program.</p> <p>Mr. DK Singh also served on the advisory board and Executive committee for NMSDC (National Minority Supplier Development Council) and US Asian Pacific Asian American Chamber of Commerce.</p>
<p>Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</p>	<p>Ms. Mary Beth Boucher fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for her re-appointment as an Independent Woman Director of the Company, is independent of the management and</p>	<p>Mr. Anil Kumar Chanana fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for his appointment as an Independent Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge as mentioned in his profile above and as recommended by NRC and Board.</p>	<p>Mr. DK Singh fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for his appointment as an Independent Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge as mentioned in his profile above and as</p>

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	possesses appropriate skills, experience and knowledge as mentioned in her profile above and as recommended by NRC and Board.		recommended by NRC and Board.																													
Nature of expertise in specific functional areas.	Cyber security, enterprise architecture, application development, data and analytics, research & innovation, and business and technology digital transformation.	Finance, M&A, Procurement, Risk Management and Corporate Restructuring.	Procurement, Supply-Chain, and Engineering.																													
Date of first appointment on the Board.	May 07, 2022	January 20, 2024	February 12, 2024																													
Number of Meetings of the Board attended during the year.	5	1	NA																													
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	<ul style="list-style-type: none"> Omaha Notational Insurance Company Hiscox Ltd 	<ul style="list-style-type: none"> DFM Foods Limited Cohance Lifesciences Limited Campus Activewear Limited Medi Assist Healthcare Services Limited IGT Solutions Private Limited Servacio Consulting Private Limited Sagility, LLC Sagility Operations, Inc. 	Nil																													
Memberships / chairmanships of committees of the Boards of other companies. (excluding foreign companies)	NA	<table border="1"> <tr> <td rowspan="4">DFM Foods Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> <tr> <td>CSR Committee</td> <td>Member</td> </tr> <tr> <td>Risk Management Committee</td> <td>Chairperson</td> </tr> <tr> <td rowspan="2">Medi Assist Healthcare Services Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>Risk Management Committee</td> <td>Chairperson</td> </tr> <tr> <td rowspan="3">Cohance Lifesciences Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>CSR Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>IGT Solutions Private Limited</td> <td>Audit, Finance and Risk Committee</td> <td>Chairperson</td> </tr> <tr> <td rowspan="2">Campus Activewear Limited</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>Risk Committee</td> <td>Chairperson</td> </tr> </table>	DFM Foods Limited	Audit Committee	Chairperson	Stakeholders Relationship Committee	Member	CSR Committee	Member	Risk Management Committee	Chairperson	Medi Assist Healthcare Services Limited	Audit Committee	Chairperson	Risk Management Committee	Chairperson	Cohance Lifesciences Limited	Audit Committee	Chairperson	CSR Committee	Member	Nomination and Remuneration Committee	Member	IGT Solutions Private Limited	Audit, Finance and Risk Committee	Chairperson	Campus Activewear Limited	Audit Committee	Chairperson	Risk Committee	Chairperson	Nil
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Campus Activewear Limited	Audit Committee	Chairperson																														
	Risk Committee	Chairperson																														
Listed entities from which the person has resigned from the directorship in	Nil	Nil	Nil																													

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the past three years.			
Number of shares held in the Company (including shareholding as a beneficial owner).	Nil	30	Nil
Terms and conditions including details of remuneration.	As per the terms and conditions mentioned in appointment letter.	As per the terms and conditions mentioned in appointment letter.	As per the terms and conditions mentioned in appointment letter.
Remuneration last drawn, if applicable	Commission of Rs. 61,95,398/- and sitting fee of Rs. 10,00,085/- for FY23	NA	NA
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None