

# COFORGE LIMITED

(Erstwhile NIIT Technologies Limited)

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

Email: [investors@coforgetech.com](mailto:investors@coforgetech.com) | Telephone: 011- 41029297 | Fax: 011 26414900 |

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



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## POSTAL BALLOT NOTICE

**(Pursuant to Section 108 and Section 110 (1) (a) 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 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, as amended and other applicable provisions of the Act and the rules thereunder, as amended from time to time, read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “MCA Circulars”) 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@coforgetech.com](mailto:investors@coforgetech.com).

The Board of Directors (“**Board**”) of the Company at their meeting held on April 17, 2021 has, subject to the approval of the Members (as defined below) 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 Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings and to give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013.

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) 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 Saturday, April 24, 2021 and ends at 5.00 P.M. (IST) on Sunday, May 23, 2021.

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 May 24, 2021 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.coforgetech.com](http://www.coforgetech.com) and Service Provider’s website: <https://evoting.nsdl.com>.

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## Resolution No. 1:

### **Creation of security on the assets and properties of the Company**

The members are requested to consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the Articles of Association of the Company and subject to statutory/ governmental/ regulatory approvals as may be necessary, 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 of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security or any other security interest, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future, in favour of, or for the benefit of, any lender(s), debenture holders or any other person or any of their agent(s) or trustee(s), for securing the borrowings availed / to be availed by the Company or any subsidiary or group company of the Company or other persons by way of loan(s) (in foreign currency and / or rupee currency) advances or securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various units of the Company, from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the agent(s)/trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company or such other persons in terms of any loan agreement(s), debenture trust deed(s) or any other document in relation to such financial indebtedness upto an amount of Rs. 1,000 Crores (Rupees One Thousand Crores only).

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank prior / paripassu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to negotiate, finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

## Resolution No. 2:

### **To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013.**

The members are requested to consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, 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, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1,500 Crores (Rupees One

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Thousand& Five Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.

**RESOLVED FURTHER THAT** the Board of Directors (including a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and to make, sign and execute, on behalf of the Company, such deed, documents, agreements, undertakings and all other necessary papers as may be required; to accept modifications to the same as may be necessary and to do all such acts, deeds and things that may be required or considered necessary or incidental for the same;

**RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to fill necessary forms with the Registrar of Companies, to make necessary entries in the Statutory registers of the Company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

**By the Order of the Board  
For Coforge Limited  
(Erstwhile NIIT Technologies Limited)**

**Sd/-  
Lalit Kumar Sharma  
Company Secretary & Legal Counsel  
FCS : 6218**

**Place : Noida  
Date : April 17, 2021**

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## 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 April 16, 2021. Shareholders may note that this notice is also available on the website of the Company ([www.coforgetech.com](http://www.coforgetech.com)) and National Securities Depository Limited (NSDL), [www.evoting.nsd.com](http://www.evoting.nsd.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 alongwith copy of signed request letter with details of name, address, folio number and attaching a self-attested copy of PAN card of the Member at [investors@coforgetech.com](mailto:investors@coforgetech.com) to Registrar & Share Transfer Agent (RTA), Alankit Assignments Limited at [rta@alankit.com](mailto: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@coforgetech.com](mailto:investors@coforgetech.com)
4. 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 April 16, 2021 (**‘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.
5. The process and manner for e-voting are as under:
  - (i) NSDL shall be sending the User ID and Password to all those Members whose e-mail are registered with the Depositories/ Company. For Members who have not registered their e-mail addresses, they can use the details (including USER ID and Password) as provided in Point No. 6 (v), 6 (vi) and 6(vii) (as appearing hereinafter) of this Notice.
  - (ii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a personal computer or on a mobile.
  - (iii) Once the home page of e-voting is launched, click on icon ‘login’ available under the Shareholder’s section.
  - (iv) A new screen will open. Enter User ID, Password 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.nsd.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.
  - (v) Your User ID details are given below :
    - a) Form 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 IN 300\*\*\*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\*\*\*).
  - (vi) Your password details 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

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- 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, your 'initial password' is communicated to you on your postal address.
- (vii) 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](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- (viii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. After successful login, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- (ix) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- (x) Select "EVEN" of "COFORGE LIMITED".
- (xi) Now the system is ready for remote e-voting as Cast Vote page opens.
- (xii) Cast vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast vote and click on "Submit" and also "Confirm" when prompted.
- (xiii) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xiv) Once a Member has voted on the resolution, modification of the vote is not permitted.
6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of email or e-voting i.e May 23, 2021
7. The documents referred to in Explanatory Statement will be available for inspection at the Company's website: [www.coforgetech.com](http://www.coforgetech.com).
8. Members can cast their vote online from **9:00 A.M. on April 24, 2021 till 5:00 P.M. on May 23, 2021**.
9. The remote e-voting module shall be disabled for voting by National Security Depository Limited (NSDL) thereafter.
10. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [officenns@gmail.com](mailto:officenns@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [investors@coforgetech.com](mailto:investors@coforgetech.com)
11. Mr. Nityanand Singh, Company Secretary (Membership No. FCS 2668) of M/s. Nityanand Singh & Co., Company Secretaries have been appointed as the Scrutinizer to scrutinize the voting.
12. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, first count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of a vote cast through email will be final and binding.

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13. The result of the voting shall be declared on or before May 24, 2021. The Results declared, along with the report of the Scrutinizer, shall get displayed on the website of the Company [www.coforgetech.com](http://www.coforgetech.com) and on the website of NSDL immediately after the declaration of result by the Chairman or Company Secretary duly authorized by him in writing and communicated to National Stock Exchange of India Limited and BSE Limited.
14. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.:1800-222-990.
15. Members can also update their mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).

## EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES

Pursuant to Section 102 of the Companies Act, 2013 ("Act")

### ITEM NO. 1

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company may with the consent of the shareholders, create charge/ mortgage/hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees, to secure the repayment of money(ies) borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

In accordance with the same, the shareholders of the Company had accorded their consent through postal ballot resolution in the year 2015 to the Board of Directors to create charge(s)/mortgage(s)/ hypothecation on the Company's assets both present and future, in favour of the lenders/ trustees for the holders of debentures/bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's bankers in the ordinary course of business), for an amount not exceeding INR 500 Crores.

Due to various business requirements and future expansion plans of the Company, the available limit as on date shall not be adequate for securing the current and future borrowings, if any.

The Company may, from time to time, need to provide security, by way of creating mortgage, charge or any other security interest on its movable and immovable properties, both present and future, for the loans sanctioned by financial institutions/banks, etc. and for raising funds by way of secured debts or any other instruments. This requires approval of the shareholders by way of Special Resolution to authorize the Board to-

*"sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking,"*

(Explanation: "Undertaking" has been defined as an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the preceding financial year).

Therefore, it is proposed to seek fresh approval of members by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to authorize the Board of Directors of the Company to create charge/mortgage/hypothecation on the assets of the Company, both present and future, to secure the borrowings for an amount not exceeding Rs. 1,000 crores (Rupees One Thousand Crores only).

The Board of Directors recommends the Special Resolution as set out at Item No. 1 of the accompanying Postal Ballot Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.



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## ITEM NO. 2

The Company has been making investments in, giving loans, inter corporate deposits and guarantees to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required. As per the latest audited Balance Sheet of the Company as on 31st March, 2020, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to INR 1,190 crore while one hundred per cent (100%) of its free reserves and securities premium account amounts to INR 1,921 crore. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees/ securities in connection with a loan, as the case may be, is INR 1,921 crore and this limit is already utilized to a large extent.

The Company makes investments for the purpose of expansion on regular basis and inter corporate loans and guarantees are provided in the ordinary course of business from time to time as per the business requirements. It also has investments in unlisted securities in wholly owned subsidiaries and other subsidiaries worldwide. In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Accordingly, the Board of Directors in its meeting held on April 17, 2021 approved increasing the aforesaid threshold by Rs. 1,500 Crores (Rupees One thousand Five Hundred Crores only) over and above the limit specified under section 186 of the Companies Act, 2013 subject to approval of the Shareholders.

Therefore, it is proposed to seek fresh approval of members by way of a Special Resolution under Section 186(2) of the Companies Act, 2013 to authorize the Board of Directors of the Company to make investments in, giving loans, inter corporate deposits and guarantees to various persons and bodies corporate from time to time.

Hence, the Board of Directors recommends the Special Resolution as set out at Item No. 2 of the accompanying Postal Ballot Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

**By the Order of the Board  
For Coforge Limited  
(Erstwhile NIIT Technologies Limited)**

**Sd/-  
Lalit Kumar Sharma  
Company Secretary & Legal Counsel  
FCS : 6218**

**Place : Noida**

**Date : April 17, 2021**