

March 30, 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 of voting results of Postal Ballot concluded on March 29, 2024 as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

Dear Sir/Madam,

This is further to our intimation dated January 21, 2024, January 22, 2024 & February 12, 2024 wherein it was informed that the Board of Directors of **Coforge Limited** (the "**Company**") has approved the below matters:

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 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.

subject to approval of the shareholders by way of a postal ballot and such other approvals, permissions and sanctions as may be necessary from time to time.

The Company had also informed vide its letter dated February 28, 2024 that in compliance with General 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 Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other circulars issued by SEBI ("SEBI Circular"), and any other applicable law, rules and regulations, the Company sent Postal Ballot Notice in electronic form only on February 28, 2024 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 that purpose.

Now we wish to inform you that, in compliance with applicable Regulations of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended and other applicable laws, the shareholders of the Company have approved the Special Resolutions for the aforesaid matter by requisite majority through remote e-voting postal ballot process as set out in the postal ballot notice.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, details of the voting results of the Postal Ballot concluded on Friday, March 29, 2024 are enclosed in the prescribed format along with the Scrutinizer Report on remote e-voting postal ballot as received by the Company.

Please note that the aforesaid results are also available on the website of the Company www.coforge.com and National Securities Depositories Limited at www.evoting.nsdl.com

We request you to kindly take the above information on your records.

Thanking you,

For Coforge Limited

Barkha Sharma
Company Secretary
ACS: 24060

Encl: as above

CC:

To,

Registered office Coforge Limited 8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110019	The Vice President Central Depository Services (India) Limited. 25th Floor, Maratha Futurex NM Joshi Marg, Lower Parel (East), Mumbai – 400 013	Vice President National Securities Depository Limited Trade World – A Wing, Kamala Mills Compound Lower Parel, Mumbai - 400013
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Report of Scrutinizer

[Pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
COFORGE LIMITED
8, Balaji Estate, Third Floor,
Guru Ravi Das Marg, Kalkaji,
New Delhi - 110019

Subject: Scrutinizer's Report on Postal Ballot Results (remote e-voting) conducted as per the relevant provisions of the Companies Act, 2013

Dear Sir,

I, Nityanand Singh proprietor of M/s. Nityanand Singh & Co., Company Secretaries, having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, has been appointed by the Board of Directors of COFORGE LIMITED (the "Company") as the Scrutinizer for the purpose of monitoring the remote e-voting process, scrutinizing the votes cast and ascertaining the results thereof and report to the Chairman, as per Section 110 and 108 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, also read with MCA General Circular No. 14/2020 dated 08.04.2020, General Circular No. 17/2020 dated 13.04.2020, and the latest one being General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on resolutions as mentioned in the Notice of Postal Ballot dated **February 27, 2024** in a fair and transparent manner.

- (i) In compliance with the MCA circulars, the Postal Ballot Notice was sent on **Wednesday, February 28, 2024** only through electronic mode to those members whose names appeared in the Register of members/ list of Beneficiary Owner received from the depositories and members whose e-mail addresses are registered with the Company/Depositories as on **Friday, February 23, 2024** ("Cut-off date"), to approve the following resolutions.

S.No.	Type of Resolution	Resolution Description
1	Special Resolution	To approve the re appointment of Ms. Mary Beth Boucher (DIN: 09595668) as an Independent Director of the Company.

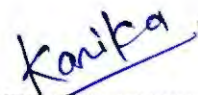


2	Special Resolution	To approve the appointment of Mr. Anil Kumar Chanana (DIN: 00466197) as an Independent Director of the Company.
3	Special Resolution	To approve the appointment of Mr. Durgesh Kumar Singh (alias DK Singh) (DIN: 10485073) as an Independent Director of the Company.
4	Special Resolution	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.

- (ii) The members holding shares in physical or demat form as on the Cut-off date i.e., **Friday, February 23, 2024** were entitled to vote on the resolutions stated in Notice of the Postal Ballot.
- (iii) The Members not having email ID registered with the Depository or the Company, were given special facility to get their email ID registered to receive the Notice electronically and participate in remote e-voting process.
- (iv) The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company.
- (v) The remote e-voting period commenced on **Thursday, February 29, 2024 at 09:00 A.M. (IST)** and ended on **Friday, March 29, 2024 at 05:00 P.M. (IST)**.
- (vi) The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules made thereunder and the MCA circulars relating to remote e-voting on the resolution contained in the Postal Ballot Notice.
- (vii) My responsibility as a scrutinizer for the remote e-voting is restricted to making a scrutinizer's report of the votes cast in favour or against the resolutions. "
- (viii) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (ix) The remote e-voting system was un-block at around 05:17 P.M (IST) on Friday, March 29, 2024 in the presence of two witnesses Mr. Ram Niwas R/o 16 A, Gali. No. 2 B-Block Qutub Vihar, New Delhi 110071 and Ms. Kanika Sharma R/o RZ-01 Gali no. 01 Puran Nagar, Palam Colony New Delhi-110045 who are not in the employment of the Company. They have signed below in confirmation of the same.



.....
(Mr. Ram Niwas)



.....
(Ms. Kanika Sharma)



- (x) The particulars of votes cast through remote e-voting have been entered in Register maintained separately for this purpose in electronic mode.

Based on the scrutiny, the summary of the results of remote e-voting is as under:-

1. **To approve the re appointment of Ms. Mary Beth Boucher (DIN: 09595668) as an Independent Director of the Company.**

A. Summary of votes cast through remote e-voting in favour and against the **Special Resolution** is as under:

S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	1,121	5,17,41,268	98.9805
2	Total number of votes cast against the Resolution	56	5,32,923	1.0195
	Total	1,177	5,22,74,191	100

Invalid votes - NA

2. **To approve the appointment of Mr. Anil Kumar Chanana (DIN: 00466197) as an Independent Director of the Company.**

A. Summary of votes cast through remote e-voting in favour and against the **Special Resolution** is as under:

S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	1,135	5,21,57,981	99.7787
2	Total number of votes cast against the Resolution	39	1,15,702	0.2213
	Total	1,174	5,22,73,683	100

Invalid votes - NA



3. **To approve the appointment of Mr. Durgesh Kumar Singh (Alias DK Singh) (DIN: 10485073) as an Independent Director of the Company.**

A. Summary of votes cast through remote e-voting in favour and against the **Special Resolution** is as under:

S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	1,140	5,22,70,696	99.9943
2	Total number of votes cast against the Resolution	33	2,984	0.0057
	Total	1,173	5,22,73,680	100

Invalid votes - NA

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.**

A. Summary of votes cast through remote e-voting in favour and against the **Special Resolution** is as under:

S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	1,065	4,69,26,633	89.7711
2	Total number of votes cast against the Resolution	107	53,47,044	10.2289
	Total	1,172	5,22,73,677	100

Invalid votes - NA

I have, on the reckoning of voting rights of the shareholders on the basis of paid-up value of the shares registered in their names, found that the above Special Resolutions have been duly passed with requisite majority. You may accordingly declare the results of postal ballot conducted through remote e-voting.



The voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are enclosed with this report as an Annexure-I.

Thanking you,
Yours truly

For Nityanand Singh & Co.
(Company Secretaries)



Nityanand Singh (Prop.)
C.P. No.: 2388
Membership No.: 2668
UDIN: F002668E003650664

Counter signed by

Place: New Delhi
Date: 29/03/2024

Annexure-I
Coforge Limited
Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Date of declaration of the results of Postal Ballot	29.03.2024
Total number of shareholders as on the Cut-Off date	1,21,497
No. of shareholders present in the meeting through video conferencing / other Audio Visual Means:	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution 1: To approve the re appointment of Ms. Mary Beth Boucher (DIN: 09595668) as an Independent Director of The Company								
Resolution required : Special Resolution								
Whether Promoter/ Promoter Group interested in the agenda/ resolution: Not Applicable								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	Remote e-voting	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutional holders	Remote e-voting	5,53,84,120	5,13,43,892	92.7051	5,08,13,815	5,30,077	98.9676	1.0324
	Postal Ballot	-	-	-	-	-	-	-
	Total	5,53,84,120	5,13,43,892	92.7051	5,08,13,815	5,30,077	98.9676	1.0324
Public- Others	Remote e-voting	64,08,004	9,30,299	14.5178	9,27,453	2,846	99.6941	0.3059
	Postal Ballot	-	-	-	-	-	-	-
	Total	64,08,004	9,30,299	14.5178	9,27,453	2,846	99.6941	0.3059
Grand Total		6,17,92,124	5,22,74,191	84.5969	5,17,41,268	5,32,923	98.9805	1.0195



Resolution 2: To approve the appointment of Mr. Anil Kumar Chanana (DIN: 00466197) as an Independent Director of the Company.								
Resolution required : Special Resolution								
Whether Promoter/ Promoter Group interested in the agenda/ resolution: Not Applicable								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter and Promoter Group	Remote e-voting	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutional holders	Remote e-voting	5,53,84,120	5,13,43,892	92.7051	5,12,31,024	1,12,868	99.7802	0.2198
	Postal Ballot	-	-	-	-	-	-	-
	Total	5,53,84,120	5,13,43,892	92.7051	5,12,31,024	1,12,868	99.7802	0.2198
Public- Others	Remote e-voting	64,08,004	9,29,791	14.5098	9,26,957	2,834	99.6952	0.3048
	Postal Ballot	-	-	-	-	-	-	-
	Total	64,08,004	9,29,791	14.5098	9,26,957	2,834	99.6952	0.3048
Grand Total		6,17,92,124	5,22,73,683	84.5960	5,21,57,981	1,15,702	99.7787	0.2213



Resolution 3: To approve the appointment of Mr. Durgesh Kumar Singh (Alias DK Singh) (DIN: 10485073) as an Independent Director of the Company								
Resolution required : Special Resolution								
Whether Promoter/ Promoter Group interested in the agenda/ resolution: Not Applicable								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	Remote e-voting	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutional holders	Remote e-voting	5,53,84,120	5,13,43,892	92.7051	5,13,43,892	-	100.0000	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	5,53,84,120	5,13,43,892	92.7051	5,13,43,892	-	100.0000	-
Public- Others	Remote e-voting	64,08,004	9,29,788	14.5098	9,26,804	2,984	99.6791	0.3209
	Postal Ballot	-	-	-	-	-	-	-
	Total	64,08,004	9,29,788	14.5098	9,26,804	2,984	99.6791	0.3209
Grand Total		6,17,92,124	5,22,73,680	84.5960	5,22,70,696	2,984	99.9943	0.0057



Resolution 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

Resolution required :Special Resolution

Whether Promoter/ Promoter Group Interested in the agenda/ resolution: Not Applicable

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group	Remote e-voting	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutional holders	Remote e-voting	5,53,84,120	5,13,43,892	92.7051	4,60,01,735	53,42,157	89.5953	10.4047
	Postal Ballot	-	-	-	-	-	-	-
	Total	5,53,84,120	5,13,43,892	92.7051	4,60,01,735	53,42,157	89.5953	10.4047
Public- Others	Remote e-voting	64,08,004	9,29,785	14.5097	9,24,898	4,887	99.4744	0.5256
	Postal Ballot	-	-	-	-	-	-	-
	Total	64,08,004	9,29,785	14.5097	9,24,898	4,887	99.4744	0.5256
Grand Total		6,17,92,124	5,22,73,677	84.5960	4,69,26,633	53,47,044	89.7711	10.2289

