

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **COFORGE LIMITED**
2. Quarter ending - **March 31, 2021**

**i. Composition Of Board Of Director**

T i t l e ( M r . / M s )	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
M r.	Basab Pradhan	00892181	AAUPB0143P	ID,C & NED		29-Jun-2019	29-Jun-2019		24	NA		1	1	2	0	AC,SC,R C,NRC
M r.	Ashwani Puri	00160662	AAAPP3876F	ID		07-Jul-2014	01-Apr-2019		60	NA		2	2	3	3	AC
M s.	Holly Jane Morris	06968557	CVNPM2787G	ID		03-Aug-2015	01-Apr-2017		60	NA		1	1	1	0	AC,NRC
M r.	Hari GopalaKrishnan	03289463	AIGPG7852C	NED		17-May-2019	17-May-2019		0	NA		1	0	0	0	RMC,NR C
M r.	Kenneth Tuck Kuen Cheong	08449253	ZZZZZ9999Z	NED		17-May-2019	17-May-2019		0	NA		1	0	0	0	NA
M r.	Kirti Ram Hariharan	01785506	AAVPH5577Q	NED		17-May-2019	17-May-2019		0	NA		1	0	1	1	SC
M r.	Patrick John Cordes	02599675	ZZZZZ9999Z	NED		17-May-2019	17-May-2019		0	NA		1	0	2	0	AC,SC
M r.	Sudhir Singh	07080613	ABBPS3323E	ED	CEO	29-Jan-2020	29-Jan-2020		0	NA		1	0	0	0	RMC

<b>Company Remarks</b>	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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**Coforge Limited**

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Tel.: +91 120 4592 300, Fax: +91 120 4592 301 www.coforgetech.com

Registered Office: 8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019, India.

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CIN: L72100DL1992PLC048753

1	Ashwani Puri	ID	Chairperson	19-Jul-2012	
2	Holly Jane Morris	ID	Member	30-Sep-2019	
3	Patrick John Cordes	NED	Member	30-Sep-2019	
4	Basab Pradhan	ID,C & NED	Member	29-Jun-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Kirti Ram Hariharan	NED	Chairperson	29-Jun-2019	
2	Patrick John Cordes	NED	Member	29-Jun-2019	
3	Basab Pradhan	ID,C & NED	Member	01-Aug-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sudhir Singh	ED	Member	29-Jun-2019	
2	Basab Pradhan	ID,C & NED	Chairperson	29-Jun-2019	
3	Hari GopalaKrishnan	NED	Member	29-Jun-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Holly Jane Morris	ID	Chairperson	01-Apr-2019	
2	Basab Pradhan	ID,C & NED	Member	29-Jun-2019	
3	Hari GopalaKrishnan	NED	Member	29-Jun-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
22-Oct-2020	21-Jan-2021	Yes	8	3
	28-Jan-2021	Yes	8	3

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	10-Mar-2021	Yes	8	3
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Company Remarks	Board Passed the Circular resolution on February 11, 2021 on following matter: 1. Opening of bank account with deutsche Bank AG and authorisation to the officials 2. Authorization to the officials of the Company to deal with the various matters
Maximum gap between any two consecutive (in number of days)	90

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	21-Oct-2020	27-Jan-2021	Yes	4	3
Audit Committee	20-Nov-2020	10-Mar-2021	Yes	4	3
Stakeholders Relationship Committee	21-Oct-2020	27-Jan-2021	Yes	3	1
Risk Management Committee	30-Nov-2020		Yes	3	1

Company Remarks	Nomination & Remuneration passed the Circular Resolution on March 12, 2021
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	67

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee - **Yes**
  - Nomination & remuneration committee - **Yes**
  - Stakeholders relationship committee - **Yes**
  - Risk management committee (applicable to the top 100 listed entities) - **Yes**
- The committee members have been made aware of their powers, role and responsibilities as

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specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name** : **Lalit Kumar Sharma**  
**Designation** : **Company Secretary & Compliance Officer**



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ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Terms and conditions of appointment of	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Composition of various committees of	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Code of conduct of board of directors and	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Details of establishment of vigil mechanism/	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Criteria of making payments to non-	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Policy on dealing with related party	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Policy for determining 'material' subsidiaries	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Details of familiarization programs imparted	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Contact information of the designated	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Financial results	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Shareholding pattern	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
New name and the old name of the listed	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Advertisements as per regulation 47 (1)	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Credit rating or revision in credit rating	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Separate audited financial statements of	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
Dividend Distribution policy as per	Yes		<a href="https://www.coforgetech.com/">https://www.coforgetech.com/</a>
It is certified that these contents on the	Yes		
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	

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Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6)	Yes	
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report	24(2),(3),(4),(5) & (6)	Yes	
Alternate Director to Independent Director	24(A)	Yes	
Maximum Tenure	25(1)	Yes	
Meeting of independent directors	25(2)	Yes	
Familiarization of independent directors	25(3) & (4)	Yes	
Declaration from Independent Director	25(7)	Yes	
D & O Insurance for Independent	25(8) & (9)	Yes	
Memberships in Committees	25(10)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(1)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(3)	Yes	
Policy with respect to Obligations of directors and senior management	26(4)	Yes	
	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : **Lalit Kumar Sharma**  
**Designation** : **Company Secretary & Compliance Officer**


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