

August 24, 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 Symbol – COFORGE

Subject: Details of voting results of the 32nd Annual General Meeting of the Company as per Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), please find details of the Voting Results of the 32nd Annual General Meeting of the Company held on Friday, August 23, 2024, at 04:30 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Mode (OAVM) in compliance with the General Circulars issued by the Ministry of Corporate Affairs (“MCA”) and Circulars issued by Securities and Exchange Board of India (“SEBI”), and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

We are also enclosing the consolidated report of the Scrutinizer on remote e-voting prior and during the AGM. The above are also being uploaded on the Company’s website www.coforge.com and on the website of National Securities Depository Limited www.evoting.nsdl.com.

S.No.	Particulars of Business	Nature of Business
1.	To receive, consider and adopt: (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss for the year ended on that date, together with Report of the Auditors thereon;	Ordinary
2.	To confirm Interim Dividend aggregating to INR 76 per equity share of the face value of INR 10 each for the Financial Year 2023-24.	Ordinary
3.	To appoint a Director in place of Mr. Sudhir Singh (DIN: 07080613), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4.	To approve the re-appointment of Mr. Sudhir Singh (DIN: 07080613) as an Executive Director of the Company	Special
5.	To approve shifting of registered office of the Company from NCT of Delhi to State of Haryana	Special

We wish to inform you that, in compliance with applicable Regulations of SEBI Listing Regulations and other applicable laws, the shareholders of the Company have approved the Ordinary and Special Resolutions for the aforesaid matters by requisite majority.

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

Yours faithfully

For **Coforge Limited**

Barkha Sharma
Company Secretary
ACS No. 24060

Encl.: As above



Report of Scrutinizer

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 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: Consolidated Report of Scrutinizer on voting through e-voting system and through remote e-voting for the 32nd Annual General Meeting of COFORGE LIMITED held on Friday, August 23, 2024 at 04:30 pm (IST) through Video Conferencing / Other Audio Video Mode (VC/OAVM).

Dear Sir,

I, Nityanand Singh, Proprietor of M/s. Nityanand Singh & Co., Practicing Company Secretaries, having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, has been appointed as Scrutinizer by the Board of Directors in pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, to conduct the remote e-voting and e-voting process in a fair and transparent manner on the resolutions contained in the notice of 32nd Annual General Meeting ("AGM") of COFORGE LIMITED issued in accordance with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD /CMD2/ CIR/P/2021/11 dated January 15, 2021 and subsequent circulars issued in this regard, the latest circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as 'SEBI Circulars').

Pursuant to the aforementioned MCA Circulars and SEBI Circulars, the notice dated July 22, 2024, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting and e-voting at the AGM by the Shareholders of the Company.



The voting period for remote e-voting commenced on Tuesday, August 20, 2024 at 09:00 A.M. (IST) and ended on Thursday, August 22, 2024 at 05:00 P.M. (IST). Thereafter, the remote e-voting module was disabled by NSDL for voting.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date i.e., Friday, August 16, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting during the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

After the Conclusion of the 32nd Annual General Meeting and closure of e-voting at the Annual General Meeting, the votes cast by the members through remote e-voting facility and through e-voting facility during the AGM were downloaded on August 23, 2024 at around-06:11 P.M. (IST) in the presence of two witness Mr. Sunil Kumar R/o House no. 6 E- Block Qutub Vihar, New Delhi 110071 and Mr. Ram Niwas R/o 16 A, Gali. No. 2 B- Block Qutub Vihar, New Delhi 110071 who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.



I now submit my consolidated report as under on the result of the remote e-voting and e-voting during the AGM in respect of the said resolutions.

Ordinary Businesses:

1. To receive, consider and adopt:

(a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon; and



(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss for the year ended on that date, together with Report of the Auditors thereon;

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

S. No.	Particulars	No. of members who cast valid votes	Number of Valid Votes cast by them	% of total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	912	5,24,86,595	93.4160
2	Total number of votes cast against the Resolution	20	36,99,275	6.5840
	Total	932	5,61,85,870	100

Invalid Votes - NIL

2. **To confirm Interim Dividend aggregating to INR 76 per equity share of the face value of INR 10 each for the Financial Year 2023-24.**

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

S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	928	5,62,02,398	99.9943
2	Total number of votes cast against the Resolution	6	3,188	0.0057
	Total	934	5,62,05,586	100

Invalid Votes - NIL

3. **To appoint a Director in place of Mr. Sudhir Singh (DIN: 07080613) who retires by rotation and being eligible, offers himself for re-appointment.**

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



S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	917	5,61,33,296	99.8897
2	Total number of votes cast against the Resolution	15	61,969	0.1103
Total		932	5,61,95,265	100

Invalid Votes - NIL

Special Businesses:

4. To approve the re-appointment of Mr. Sudhir Singh (DIN: 07080613) as an Executive Director of the Company.

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

S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	782	4,14,74,611	73.8045
2	Total number of votes cast against the Resolution	149	1,47,20,653	26.1955
Total		931	5,61,95,264	100

Invalid Votes - NIL

5. To approve shifting of registered office of the Company from NCT of Delhi to State of Haryana.

Summary of votes cast through remote e-voting and 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 total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	909	5,56,87,137	99.1975
2	Total number of votes cast against the Resolution	17	4,50,500	0.8025
Total		926	5,61,37,637	100

Invalid Votes - NIL



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: F002668F001035502

Counter signed by

Place: New Delhi
Date: 23.08.2024

Coforge Limited

Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Date of AGM	23.08.2024
Total number of shareholders as on the Cut-Off date	1,47,268
No. of shareholders present in the meeting through video conferencing / other Audio Visual Means:	
Promoters and Promoter Group:	0
Public:	98

Resolution 1: To receive, consider and adopt:

(a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss for the year ended on that date, together with Report of the Auditors thereon;

Resolution required : Ordinary 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	E-voting*	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutional holders	E-voting*	5,97,75,084	5,61,65,026	93.9606	5,24,66,310	36,98,716	93.4146	6.5854
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	5,97,75,084	5,61,65,026	93.9606	5,24,66,310	36,98,716	93.4146	6.5854
Public- Others	E-voting*	69,18,694	20,844	0.3013	20,285	559	97.3182	2.6818
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	69,18,694	20,844	0.3013	20,285	559	97.3182	2.6818
Grand Total		6,66,93,778	5,61,85,870	84.2445	5,24,86,595	36,99,275	93.4160	6.5840

* E-voting includes remote e-voting



Resolution 2: To confirm Interim Dividend aggregating to INR 76 per equity share of the face value of INR 10 each for the Financial Year 2023-24.

Resolution required : Ordinary 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	E-voting*		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Institutional holders	E-voting*		5,61,84,742	93.9936	5,61,82,128	2614	99.9953	0.0047
	Poll	5,97,75,084	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	5,97,75,084	5,61,84,742	93.9936	5,61,82,128	2,614	99.9953	0.0047
Public- Others	E-voting*		20,844	0.3013	20,270	574	97.2462	2.7538
	Poll	69,18,694	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	69,18,694	20,844	0.3013	20,270	574	97.2462	2.7538
Grand Total		6,66,93,778	5,62,05,586	84.2741	5,62,02,398	3,188	99.9943	0.0057

* E-voting includes remote e-voting



Resolution 3: To appoint a Director in place of Mr. Sudhir Singh (DIN: 07080613) who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : Ordinary 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	E-voting*	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutional holders	E-voting*	5,97,75,084	5,61,74,458	93.9764	5,61,13,561	60,897	99.8916	0.1084
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		5,97,75,084	5,61,74,458	93.9764	5,61,13,561	60,897	99.8916
Public- Others	E-voting*	69,18,694	20,807	0.3007	19,735	1,072	94.8479	5.1521
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		69,18,694	20,807	0.3007	19,735	1,072	94.8479
Grand Total		6,66,93,778	5,61,95,265	84.2586	5,61,33,296	61,969	99.8897	0.1103

* E-voting includes remote e-voting



Resolution 4: To approve the re-appointment of Mr. Sudhir Singh (DIN: 07080613) as an Executive Director of the Company.

Resolution required : Ordinary 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	E-voting*	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutional holders	E-voting*	5,97,75,084	5,61,74,458	93.9764	4,14,55,966	1,47,18,492	73.7986	26.2014
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	5,97,75,084	5,61,74,458.0000	93.9764	4,14,55,966.0000	1,47,18,492.0000	73.7986	26.2014
Public- Others	E-voting*	69,18,694	20,806	0.3007	18,645	2,161	89.6136	10.3864
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	69,18,694	20,806	0.3007	18,645	2,161	89.6136	10.3864
Grand Total		6,66,93,778	5,61,95,264	84.2586	4,14,74,611	1,47,20,653	73.8045	26.1955

* E-voting includes remote e-voting



Resolution 5: To approve shifting of registered office of the Company from NCT of Delhi to State of Haryana.

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	E-voting*	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutional holders	E-voting*	5,97,75,084	5,61,16,794	93.8799	5,56,68,476	4,48,318	99.2011	0.7989
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	5,97,75,084	5,61,16,794	93.8799	5,56,68,476	4,48,318	99.2011	0.7989
Public- Others	E-voting*	69,18,694	20,843	0.3013	18,661	2,182	89.5313	10.4687
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	69,18,694	20,843	0.3013	18,661	2,182	89.5313	10.4687
Grand Total		6,66,93,778	5,61,37,637	84.1722	5,56,87,137	4,50,500	99.1975	0.8025

* E-voting includes remote e-voting

