

COFORGE LIMITED

(Erstwhile NIIT Technologies Limited)

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

Email: investors@coforge.com | Telephone: 011- 41029297 | Fax: 011 26414900 |

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



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 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 Obligation and Disclosure Requirement) Regulation, 2015, ("Listing Regulation") 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@coforge.com

The Board of Directors ("Board") of the Company at their meeting held on May 12, 2022 had, 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 appointment of Ms. Mary Beth Boucher (DIN: 09595668) as Non-Executive Independent Woman Director of the Company.

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 June 01, 2022 and ends at 5.00 P.M. (IST) on June 30, 2022.

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 July 01, 2022 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>.

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RESOLUTION NO. 1

SPECIAL RESOLUTION

TO APPROVE THE 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 ('the 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), who was appointed as an Additional Director of the Company with effect from May 07, 2022, pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 as provided under 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 May 07, 2022, to May 06, 2024" (both days inclusive), not subject to retirement by rotation, on such terms and conditions as mentioned in the appointment letter, as agreed by the Board from time to time.

Place: Gurugram

Date: May 12, 2022

By the Order of the Board
For Coforge Limited
(Erstwhile NIIT Technologies Limited)
Sd/-
Barkha Sharma
Company Secretary
ACS : 24060

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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 May 24, 2022. 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 with details of name, address, folio number and attaching a self-attested copy of PAN card of the Member 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 Explanatory Statements are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays from June 01, 2022 to June 30, 2022.
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 May 24, 2022 (‘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

A) 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 |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 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. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 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. 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. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <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: space-around; margin-top: 10px;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat |

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| | |
|--|--|
| | Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| 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 or joining virtual meeting & voting during the meeting. |

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022- 23058738 or 022-23058542-43 |

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*****. |

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| | |
|--|---|
| 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.co.in 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.

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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 Nityanand Singh & Co. at officenns@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in

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.co.in 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.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)

ITEM NO. 1

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions Companies Act, 2013 (the “Act”), had approved the appointment of Ms. Mary Beth Boucher as an Additional (Independent) Director of the Company with effect from May 07, 2022. The Company has received a declaration from Ms. Mary Beth Boucher to the effect that she fulfils criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and other applicable guidelines / circulars issued from time to time. The Company has also received the notice under Section 160 of the Act from a member proposing the candidature of her appointment as a 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.

Brief profile of **Ms. Mary Beth Boucher** in terms of the SEBI Listing Regulations and the Secretarial Standard on the General Meetings (“SS-2”) has been provided in this Explanatory Statement as under:

| | |
|--|--|
| Age | 56 |
| Qualification | BS in Electrical Engineering from the University of Connecticut and an MBA from Rensselaer Polytechnic Institute |
| Experience / Brief Profile | <p>Beth 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. 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>She has a strong track record of driving business and digital transformation to free up capital for investment and growth. 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. Beth is an active contributor to causes supporting community business development, animal welfare and mentoring with NPower.</p> |
| Date of first appointment on the Board | May 07, 2022 |
| Number of Meetings of the Board attended during the year | Nil |
| Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc. | Non-Executive Director on the board of Omaha National Insurance Company. |
| Memberships / chairmanships of committees of the Boards of other companies. | Nil |
| Listed entities from which the person has resigned from the directorship in the past three years. | Nil |
| Number of shares held in the Company (including shareholding as a beneficial owner) | Nil |

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| | |
|--|---|
| Terms and conditions including details of remuneration | As per the terms and conditions mentioned in appointment letter |
| Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements. | 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 appointment as an Independent Woman Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge. |
| Nature of expertise in specific functional areas | Cyber security, enterprise architecture, application development, data and analytics, research & innovation, and infrastructure operations. |

Accordingly, the approval of the Members is sought for the appointment of Ms. Mary Beth Boucher as an Independent Woman Director, not liable to retire by rotation, to hold office for a period of two (2) years, from May 07, 2022 to May 06, 2024 (both days inclusive).

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.

The Board recommends approval of Shareholders as per Section 160 of the Companies Act, 2013 is required for the appointment of Ms. Mary Beth Boucher as Independent Woman Director.

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

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

**Place : Gurugram
Date : May 12, 2022**