

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 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, Regulation 17(1C) and Regulation 25 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) read with the 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 the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), for seeking the approval of the Members of the Company to the proposed Ordinary/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 by way of Resolutions by circulation on April 22, 2024 had approved the appointment of Mr. Om Prakash Bhatt (DIN: 00548091) as an Additional Director w.e.f. May 01, 2024 and subject to the approval of the Members of the Company as required in terms of applicable provisions of the Act and Listing Regulations and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved his appointment as a Non-Executive Independent Director on the Board of the Company w.e.f. May 01, 2024 for a term of 3 (three) consecutive years and as a Chairperson of the Board with effect from June 29, 2024 till the completion of aforesaid term.

Further, the Board at its meeting held on May 02, 2024 had approved the appointment of Mr. Gautam Samanta (DIN: 09157177) as an Additional Director on the Board of the Company w.e.f. May 02, 2024 and subject to the approval of the Members of the Company as required in terms of applicable provisions of the Act and Listing Regulations and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved his appointment as Executive Director on the Board of the Company for a term of 5 (five) consecutive years.

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 through 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 08, 2024 and ends at 5.00 P.M. (IST) on July 07, 2024.

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 08, 2024 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>.

RESOLUTION NO. 1

TO APPROVE THE APPOINTMENT OF MR. OM PRAKASH BHATT (DIN: 00548091) AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND CHAIRPERSON OF THE BOARD

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 (“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), Mr. Om Prakash Bhatt (DIN: 00548091), who was appointed as an Additional Director of the Company with effect from May 01, 2024, pursuant to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of 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 3 (three) consecutive years with effect from May 01, 2024 to April 30, 2027 (both days inclusive) and as Chairperson of the Board with effect from June 29, 2024 till the completion of aforesaid term, not subject to retirement by rotation, on such terms and conditions as mentioned in the appointment letter, as agreed by the Nomination and Remuneration Committee and the Board and to continue to hold such directorship post attaining the age of seventy five (75) years on March 7, 2026 till the aforesaid tenure.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to officer(s)/authorized representative(s) of the Company to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

RESOLUTION NO. 2

TO APPROVE THE APPOINTMENT OF MR. GAUTAM SAMANTA (DIN: 09157177) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

The members are requested to consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board and provisions of Sections 161, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Act”), and the applicable provisions 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), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to other necessary approvals from the appropriate authorities and such conditions and modifications as may be prescribed or imposed while granting such approval, if any, Mr. Gautam Samanta (DIN: 09157177), who was appointed as an Additional Director in the Meeting of the Board of Directors held on May 02, 2024 and whose term of appointment is upto the date of shareholders’ approval via postal ballot/next Annual General Meeting (“AGM”) or the last date by which AGM should have been held, whichever is earlier and in respect of whom a notice has been received from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Executive Director of the Company, for a period of 5 years from May 02, 2024 upto May 01, 2029 (both days inclusive), liable to retire by rotation, at a remuneration as set out in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise/amend the terms of remuneration payable to Mr. Gautam Samanta subject to the limits prescribed under the Companies Act, 2013 or any other relevant provisions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to officer(s)/authorized representative(s) of the Company to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution certified to be true by any Director or Company Secretary be furnished to any concerned authorities for necessary action.”

Place: Gurugram
Date: May 02, 2024

By the Order of the Board
For Coforge Limited
Sd/-
Barkha Sharma
Company Secretary
ACS : 24060

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 31, 2024. Shareholders may note that this notice is also available on the website of the Company (www.coforge.com) and the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Notice is also available on the website of NSDL (agency for providing the remote e-voting facility) i.e. 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 in form ISR-1 (available on the website of the Company), inter-alia, containing name, address, folio number and attaching a self-attested copy of PAN card of the Member and such other documents as provided in the said form at investors@coforge.com or to Registrar & Share Transfer Agent (RTA), Alankit Assignments Limited at rtat@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. The documents referred to in the Explanatory Statements are available for inspection during business hours on all days except Saturdays, Sundays and Public holidays during the postal ballot process.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their Depository Participants (DPs) in case the shares are held by them in electronic form and to RTA Alankit Assignments Limited in case the shares are held by them in physical form in the prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSDPoD1/P/CIR/2023/37 dated March 16, 2023.
6. In terms of provisions of Companies Act, 2013, Members desirous of appointing their Nominees for the shares held by them may apply in the Nomination Form (Form - SH 13). Member desirous to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company’s website. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
7. Members may please note that SEBI has amended Regulation 40 of Listing Regulations and has mandated that all requests for effecting transfer of securities including transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members may contact the Company/RTA in this regard.
8. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company’s website.
9. Online Dispute Resolution (ODR): SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, has introduced Online Dispute Resolution Portal (“ODR Portal”), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal (<https://smartodr.in>) only after exhausting the option to resolve dispute, if any, with the Company and on the SCORES platform.
10. Pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company shall provide in advance an opportunity at least once in a Financial Year to the Members to register their E-mail address and changes therein either with Depository Participant or with the Company. In view of the same, the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Notices of all General Meetings, Directors’ Report, Auditors’ Report, Audited Financial Statements and other documents through electronic mode, pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder.
11. The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to its Members.
12. 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 31, 2024 (“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.

13. 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

1) **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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IdeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.nsdl.com. Select “Register Online for IdeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <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: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information

	<p>provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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.com or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

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?

- 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.
- 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, 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.
- 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*****.
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***
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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.com 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.

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 officenns@gmail.com with a copy marked to evoting@nsdl.com. 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 : 022 - 4886 7000 or send a request to Mr. Amit Vishal at evoting@nsdl.com

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.com 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.

EXPLANATORY STATEMENT:

As required by Sections 102(1) and 110 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the businesses specified in this Notice.

ITEM NO. 1

TO APPROVE THE APPOINTMENT OF MR. OM PRAKASH BHATT (DIN: 00548091) AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND CHAIRPERSON OF THE BOARD

On the recommendation of the Nomination & Remuneration Committee (“NRC”), the Board of Directors (“Board”), vide its resolution dated April 22, 2024, appointed Mr. Om Prakash Bhatt (DIN: 00548091) as an Additional Director with effect from May 01, 2024 and as an Independent Director of the Company for a term of 3 (three) consecutive years with effect from May 01, 2024 upto April 30, 2027 (both days inclusive), subject to the approval of shareholders. In terms of Section 160 of the Companies Act, 2013 (“Act”), the Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company.

Mr. Om Prakash Bhatt is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company along with other requisite disclosures under applicable provisions. Mr. Om Prakash Bhatt is not related to any of the existing Directors of the Company and does not hold any shares in the Company.

In the opinion of the Board and basis the declarations received from Mr. Om Prakash Bhatt, he fulfils the conditions specified in the Act and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for his appointment as an Independent Director of the Company and is independent of the management.

The NRC and the Board are of the view that Mr. Om Prakash Bhatt possesses the requisite skills and capabilities. Considering the skills, experience and expertise, the NRC and the Board considers that this association would be of immense benefit to the Company and it is desirable to avail services of Mr. Om Prakash Bhatt as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Om Prakash Bhatt as an Independent Director, for the approval by the shareholders of the Company.

The letter of appointment issued to Mr. Om Prakash Bhatt setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. Disclosures as required under Secretarial Standard 2 on General Meetings and Regulation 36(3) of Listing Regulations are provided as an Annexure to this Notice.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Mr. Om Prakash Bhatt as an Independent Director requires approval of the Members by passing a special resolution.

As per to Regulation 17(1A) of Listing Regulations, approval of the shareholders by way of a Special Resolution is required for continuation of directorship of the non-executive directors of the Company who have attained the age of 75 years. Accordingly, Mr. Om Prakash Bhatt will attain the age of 75 years on March 7, 2026 and hence, approval of the members is being sought for

continuation of his directorship beyond the age of 75 years considering his years of experience across a wide variety of strategic and operational roles as mentioned in his profile in the Annexure to this Notice and as recommended by NRC and Board.

Except Mr. Om Prakash Bhatt, being the appointee, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 1.

Accordingly, the approval of the Members is sought for the appointment of Mr. Om Prakash Bhatt as an Independent Director, not liable to retire by rotation, to hold office for a period of 3 (three) consecutive years, from May 01, 2024 to April 30, 2027 (both days inclusive).

ITEM NO. 2

TO APPROVE THE APPOINTMENT OF MR. GAUTAM SAMANTA (DIN: 09157177) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors ("**Board**") of the Company, vide its resolution dated May 02, 2024 appointed Mr. Gautam Samanta, who is also the President and Global Leader - Banking and Financial Services of the Company as an Additional Director with effect from May 02, 2024 upto the date of shareholders' approval via postal ballot/next Annual General Meeting or the last date by which AGM should have been held, whichever is earlier and as an Executive Director of the Company for a term of 5 (five) years, with effect from May 02, 2024 up to May 01, 2029 (both days inclusive), on the terms and conditions as agreed between the parties on the recommendation of the Nomination and Remuneration Committee ("**NRC**") and subject to all necessary approvals under the provisions of the Companies Act, 2013 ("**Act**") with all amendments thereto and all other relevant provisions as per the following terms and conditions:

1. Salary of GBP 29,166.67 (equivalent approx. INR 30,59,291.67*) payable monthly.
2. Bonus of GBP 1,99,355 (equivalent approx. INR 2,09,10,346*) payable annually on 100% achievement of the targets.

***Note:** Calculated at the conversion rate of GBP 1 = INR 104.89.

3. Long-term incentives in the form of cash or stock options etc. as decided by the Board from time to time.
4. Mr. Gautam Samanta shall be covered under the mediclaim insurance scheme as per the rules of the Company. The Company shall also pay annual premium towards his personal accident insurance coverage and life insurance as per the rules of the Company.
5. Subject to overall ceiling on remuneration mentioned herein, Mr. Gautam Samanta may be given such other benefits in accordance with the schemes and rules applicable to the employees of the Company from time to time.

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisites shall be evaluated at actual cost.

6. In the event of any re-enactment or modification of the Act or the Income Tax Act, 1961 or amendments thereto, the payment of remuneration mentioned above shall continue to remain in force and the reference to various provisions of the Act or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the relevant new Act or the amendments thereto or the Rules and notification issued there under.
7. The Company shall make contribution to gratuity as per the policy of the Company.
8. The aggregate of salary, bonus, allowances, incentives and perquisites payable to Mr. Gautam Samanta in any subsequent financial year during the term of his appointment as Executive Director of the Company shall not exceed the limits prescribed from time to time under Section 197 and other applicable provisions of the Act read with Schedule V of the Act as may be for the time being in force (including any statutory modification(s), enactment(s) or reenactment(s) thereof).

Further, the remuneration payable to the Directors of the Company in aggregate is not exceeding the respective limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, as amended.

The above may be treated as an abstract and written memorandum setting out the terms of appointment and remuneration of Mr. Gautam Samanta as Executive Director under Section 190 of the Act. Disclosures as required under Secretarial Standard 2 on General Meetings and Regulation 36(3) of Listing Regulations are provided as an Annexure to this Notice.

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The NRC and the Board are of the view that Mr. Gautam Samanta possesses the requisite skills and capabilities. Considering the skills, experience and expertise, the NRC and the Board considers that this association would be of immense benefit to the Company and it is desirable to avail services of Mr. Gautam Samanta as an Executive Director.

Except Mr. Gautam Samanta, being the appointee, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 2. Further details of Mr. Gautam Samanta are given in this Notice.

The Board recommends approval of shareholders by way of an Ordinary Resolution in accordance with Section 196 of the Companies Act, 2013 for appointment of Mr. Gautam Samanta as Executive Director of the Company.

**By the Order of the Board
For Coforge Limited**

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

**Place: Gurugram
Date: May 02, 2024**

(ANNEXURE TO NOTICE DATED MAY 02, 2024) DETAILS OF DIRECTORS SEEKING APPOINTMENT)

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings.

Name of Director.	Mr. Om Prakash Bhatt	Mr. Gautam Samanta
DIN	00548091	09157177
Age.	73	54
Qualification.	Mr. Om Prakash Bhatt is a science graduate with a post graduate in English Literature.	Mr. Gautam Samanta is an alumnus of IIT Kharagpur and IIM Calcutta.
Experience / Brief Profile.	<p>Mr. Om Prakash Bhatt is a seasoned and thoughtful leader. He brings years of experience across a wide variety of strategic and operational roles of which for 5 years he has been Chairman and CEO of a Fortune 500 company, State Bank of India, the largest Bank in India.</p> <p>For the last 10 years he has been an Independent Director on Corporate Boards in a wide variety of multinationals ranging from leadership development to international banking, to auto, steel, IT services, consumer goods and renewable energy. Because of the diversity and length of his assignments, he brings a certain holistic outlook to his Board role.</p> <p>He is respectful of executives, having been one himself, can listen to them attentively and respectfully, be a sounding board with the intent to contribute thoughtfully, especially in the new world, as it is now emerging. He has interest in the areas of sustainability, new investments, values, culture. He has a relatively open mindset and enjoys the challenge of getting the best out of people. Bulk of his working life was spent in India, and he also has a good international exposure with stints in both UK and the USA.</p> <p>His current board engagements as Independent Director include Hindustan Unilever Ltd. (HUL), Tata Consultancy Services (TCS), Greenko Energy Holdings (GEH), Tata Motors Limited (TML), Aadhar Housing Finance Ltd., and Tata Daewoo Commercial Vehicle Co.</p> <p>He is currently a Member of the India Advisory Board of Schulich School of business, Toronto, Canada, Chairman, India Advisory</p>	<p>Mr. Gautam Samanta is the President and Global Leader - Banking and Financial Services of the Company. In his role, he is responsible for spearheading the Company's growth globally for the BFS vertical. As an additional responsibility, he oversees the firm's business in Europe with clients who fall outside the core industry verticals of Travel, Transportation, Hospitality and Insurance. He is based in London.</p> <p>With over 24 years of experience, Mr. Gautam Samanta comes with a deep understanding of the technology and business consulting landscape acquired through working in a leading financial services institution, a leading software product company as well as two large global consulting and technology services organizations. He has extensive knowledge in driving business transformation, outsourcing, IT and Ops strategy, innovation and sustainability and is highly experienced in complex large deal structuring, creative commercial models and deal negotiation.</p> <p>Mr. Gautam Samanta joins from Infosys where he served as Vice President and Global Client Partner - Financial Services and</p>

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	<p>Board of the Centre for Creative Leadership, North Carolina, USA, Member of the Advisory Board Amundi, France, and Senior Advisor to McKinsey.</p> <p>In the past he was a Governor on the board of Centre for Creative Leadership, Greensboro, North Carolina, USA, and as Independent Director on the boards of Oil and Natural Gas Corporation, Standard Chartered PLC, London, UK, Tata Steel Limited (TSL), and Tata Steel Europe (TSE).</p>	<p>managed fastest growing portfolio of accounts in the Europe.</p>																																
<p>Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements.</p>	<p>Mr. Om Prakash Bhatt 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 his appointment as an Independent Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge as mentioned in his profile above and as recommended by NRC and Board.</p>	<p>Mr. Gautam Samanta fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Listing Regulations for his appointment as an Executive Director of the Company and possesses appropriate skills, experience and knowledge as mentioned in his profile above and as recommended by NRC and Board.</p>																																
<p>Nature of expertise in specific functional areas.</p>	<p>Strategy and Operations</p>	<p>Technology and Business Consulting</p>																																
<p>Date of first appointment on the Board.</p>	<p>May 01, 2024</p>	<p>May 02, 2024</p>																																
<p>Number of Meetings of the Board attended during the year.</p>	<p>1</p>	<p>1</p>																																
<p>Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc. (excluding foreign companies)</p>	<ul style="list-style-type: none"> Hindustan Unilever Limited Tata Consultancy Services Limited Aadhar Housing Finance Limited Tata Motors Limited 	<ul style="list-style-type: none"> Coforge Business Process Solutions Private Limited 																																
<p>Memberships / chairmanships of committees of the Boards of other companies. (excluding foreign companies)</p>	<table border="1"> <tr> <td rowspan="5">Tata Motors Limited</td> <td>Nomination & Remuneration Committee</td> <td>Chairman</td> </tr> <tr> <td>Allotment Committee</td> <td>Chairman</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> <tr> <td>Safety, Health & Sustainability Committee</td> <td>Member</td> </tr> <tr> <td rowspan="5">Hindustan Unilever Limited</td> <td>Stakeholders Relationship Committee</td> <td>Chairman</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Chairman</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Environmental, Social and Governance Committee</td> <td>Member</td> </tr> <tr> <td rowspan="2">Tata Consultancy Services Limited</td> <td>Nomination & Remuneration Committee</td> <td>Chairman</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td rowspan="2">Aadhar Housing</td> <td>Risk Management Committee</td> <td>Chairman</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> </table>	Tata Motors Limited	Nomination & Remuneration Committee	Chairman	Allotment Committee	Chairman	Audit Committee	Member	Corporate Social Responsibility Committee	Member	Safety, Health & Sustainability Committee	Member	Hindustan Unilever Limited	Stakeholders Relationship Committee	Chairman	Corporate Social Responsibility Committee	Chairman	Audit Committee	Member	Nomination & Remuneration Committee	Member	Environmental, Social and Governance Committee	Member	Tata Consultancy Services Limited	Nomination & Remuneration Committee	Chairman	Audit Committee	Member	Aadhar Housing	Risk Management Committee	Chairman	Audit Committee	Member	<p>Nil</p>
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	Finance Limited	Nomination & Remuneration Committee	Member	
		Asset Liability Management Committee	Member	
Listed entities from which the person has resigned from the directorship in the past three years.	Nil			Nil
Number of shares held in the Company (including shareholding as a beneficial owner).	Nil			15,105
Terms and conditions including details of remuneration.	As per the terms and conditions mentioned in appointment letter.			As per the terms and conditions mentioned in this Notice.
Remuneration last drawn, if applicable	NA			NA
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None			None