

Date: August 01, 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

Dear Sir/Madam,

Subject: Intimation regarding 32nd Annual General Meeting (“AGM”) of Coforge Limited, e-voting, Notice of AGM and Annual Report

This is in continuation to letter dated July 26, 2024, wherein the Company intimated about the ensuing 32nd Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Friday, August 23, 2024 at 04:30 P.M. through Video Conferencing /Other Audio Visual Means (VC/OVAM), without the physical presence of members at a common venue, in compliance with the General circulars dated April 08, 2020, April 13, 2020, May 05, 2020, and the latest circular dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circular”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other relevant circulars issued by the Securities and Exchange Board of India (“SEBI 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. The deemed venue for the AGM shall be the Registered Office of the Company.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”), the Company is pleased to provide members the facility to exercise their right to vote at the ensuing AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). The facility for voting through remote e-voting shall also be made available at the AGM.

The Notice is also available on the website of the Company (www.coforge.com) and National Securities Depository Limited (NSDL), www.evoting.nsdl.com. inter alia indicating the process and manner of e-voting process.

The e-voting period begins on Tuesday, August 20, 2024 at 09:00 A.M. (IST) and ends on Thursday, August 22, 2024 at 05:00 P.M. (IST). During this period shareholders of the Company may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date of Friday, August 16, 2024**. Any person, who acquires shares

of the Company and become member of the Company after dispatch of the notice and holding shares as on the **cut-off date** may obtain the login ID and password by sending a request at evoting@nsdl.com or investors@Coforge.com or rta@alankit.com

Further, in compliance with Regulation 34 of the SEBI Listing Regulations, please find attached the copy of Annual Report of the Company for the financial year 2023-24 inter-alia containing the Notice of AGM for your information and records.

The Company will initiate the dispatch of AGM Notice and Annual Report on Thursday, August 01, 2024, electronically to all the members whose names appear in the Register of Members/Record of Depositories as on Friday, July 26, 2024.

In terms of MCA Circulars, the Company has made arrangements with its Registrar & Share Transfer Agent for registration of email addresses of those shareholders who have not yet registered their email address. Those shareholders are requested to get their email addresses registered by following the procedure given in notes to the Notice of AGM.

This is for your information and records.

Thanking you,

Yours truly,

For Coforge Limited

Barkha Sharma
Company Secretary
Membership No.: ACS 24060

Encl.: As above

NOTICE OF 32nd ANNUAL GENERAL MEETING ("THE AGM")

Notice is hereby given that the Thirty-second Annual General Meeting (AGM) of the Members of Coforge Limited will be held on Friday, August 23, 2024 at 04:30 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Mode (OAVM) facility to transact the following businesses:

ORDINARY BUSINESS

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

SPECIAL BUSINESS

- To approve the re-appointment of Mr. Sudhir Singh (DIN: 07080613) 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 149, 152, 196, 197, 198, 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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time 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. Sudhir Singh (DIN: 07080613), who was appointed as an Executive Director of the Company at the Annual General Meeting held on July 23, 2020 and whose term of appointment as an Executive Director ends on January 28, 2025 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 Act, be and is hereby re-appointed as an Executive Director of the Company, for a period of 5 years from January 29, 2025 upto January 28, 2030 (both days inclusive), liable to retire by rotation at a remuneration not exceeding limits of 5% prescribed under the Companies Act, 2013 as set out in the Explanatory Statement annexed to this notice.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and/or Board be and are hereby authorized to revise/amend the terms of remuneration payable to Mr. Sudhir Singh within the limits of 5% 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."

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

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 Section 12, 13 and all other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to the approval of the Central Government through Regional Director, Northern Region, the Registrar of Companies National Capital Territory of Delhi and Haryana and/or any other authority(ies) and such other approvals, permissions or sanctions as may be required under the provisions of the Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from '8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019, NCT of Delhi' to 'Plot No. 13, Udyog Vihar Phase – IV, Sector 18, Gurugram - 122015, State of Haryana' or such other place within the local limits of Gurugram as may be decided by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT consequent to the change in the registered office of the Company, the existing clause 2 of the Memorandum of Association of the Company be substituted with the following clause 2:

“The Registered Office of the Company will be situated in the State of Haryana.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint

counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and also authorised to appoint any Consultant/ Practicing Company Secretary/ Advocate/ Attorney/ Other professionals and to do such acts, deeds and things as they may deem necessary and proper in this matter for the purpose of giving effect to this resolution including filing necessary forms/ returns with the Ministry of Corporate Affairs, finalizing and executing necessary documents, etc.”

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

Sd/-

Barkha Sharma
Company Secretary

(Membership No. ACS 24060)

Place: Greater Noida

Date: July 22, 2024

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts with respect to the Special Business set out in the Notice is annexed hereto and forms part of this Notice. The Board of Directors of the Company at their meeting considered that the special business under Item Nos. 4 & 5 being considered unavoidable, be transacted at the 32nd AGM of the Company. The relevant details as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of the person seeking appointment/re-appointment as Director under Item Nos. 3 & 4 of the Notice, are also annexed.
2. The Ministry of Corporate Affairs (“MCA”) vide its circulars dated April 08, 2020, April 13, 2020, May 05, 2020, and the latest circular dated September 25, 2023 (referred as ‘MCA Circulars’) and SEBI vide its Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and Circular No. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (referred as ‘SEBI Circular’) have permitted the holding of Annual General Meeting through Video

Conferencing/ Other Audio Video Mode (VC/OAVM) without the physical presence of members at a common venue. In compliance with the provisions of the MCA & SEBI Circulars, the AGM of the Company is being held through VC/OAVM on August 23, 2024 at 04:30 PM IST, without physical presence of the Members at a common venue. The proceedings of this AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of this AGM.

3. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM, inter-alia, indicating the process and manner of voting through electronic means and Annual Report for financial year 2023-24 are 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 rta@alankit.com/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 Notice of AGM 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. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and the proxy need not be a member of the Company. In terms of MCA Circulars and SEBI Circulars, since the AGM is being held through VC/ OAVM, physical presence of the members have been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form and attendance slip are not annexed to this Notice.
5. Members attending the meeting through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
6. Corporate Members including Institutional Shareholders (i.e. other than individuals /HUF, NRI, etc.) are requested to send scanned copy of the certified true copy of the Board Resolution/ authorisation etc. authorizing their authorized representative to attend the AGM through VC/ OAVM and vote on their behalf through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to officenns@gmail.com with a copy marked to investors@coforge.com.
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, August 22, 2024 by 05:00 P.M. through email on investors@coforge.com. The same will be replied by the Company suitably.
8. 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.
9. 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.
10. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation by making service request in duly filled and signed form ISR - 4.
11. 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.
12. 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.
13. Online Dispute Resolution (ODR): SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, as amended by circular SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/191 dated December 20, 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.

14. The members are also requested to submit / update their bank account details with their respective Depository Participant, in case shares are held in the electronic form. In case your shareholding is in the physical form, you are required to submit prescribed KYC forms duly filled up and documents duly signed by the all the shareholders, along with a cancelled Cheque leaf name preprinted and a copy of your PAN card, duly self-attested, Nomination details, contact details email Id and Mobile number. This will facilitate receipt of dividend directly into your bank account and intimation through email. In case the cancelled Cheque leaf does not bear your name pre-printed, please attach a copy of the bank passbook statement, duly self-attested. We request you to submit KYC forms and documents in physical forms to RTA Agent Alankit Assignments Limited, Alankit House 4E/2 Jhandewalan Extension New Delhi - 110055, INDIA and email to rta@alankit.com with a copy to the Company at investors@coforge.com.
15. For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar, KYC details (i.e. postal address with PIN code, e-mail address, mobile number, bank account details, etc.) and nomination by holders of securities. Further, effective from April 1, 2024, any payment of dividend shall only be made in electronic mode in respect of physical shareholders. The physical shareholders whose KYC is not updated in RTA/Company records, their dividend would be paid only upon updation of KYC in the Physical Folio.
16. For members who hold shares in demat form, they should keep their bank details, e-mail address, postal address, contact number and nomination details updated in their demat account(s) maintained with Depository Participant(s) for electronic mode of payment of dividend.
17. Further, SEBI has mandated that securities of listed companies can be transferred only in demat form. To avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form, for ease in portfolio management and dividend payout.
18. Members may refer to SEBI Master Circular, relevant Investor Service Request Forms, KYC forms and contact details for sending requisite forms/ documents at the website of RTA or Company.
19. Pursuant to the Companies Act, 2013, read with Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, all unclaimed/ unpaid dividend for the Financial Year ended on March 31, 2016, have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government during the year. Members who have not so far encashed Dividend Warrant(s) for the financial year ended March 31, 2017 and thereafter are requested to approach the Company by writing a letter to the Company at its Registered Office address immediately. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 (available on www.iepf.gov.in or such other online platform as may be notified by the authorities from time to time). For details, please refer to corporate governance report which is a part of the Annual Report. Pursuant to the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the information in respect of the Unclaimed Dividends on the website of the IEPF viz. www.iepf.gov.in or such other online platform as may be notified by the authorities from time to time and under "Investors Section" on the website of the Company viz. www.coforge.com.

The Company will issue a newspaper advertisement informing the shareholders that the final dividend declared during FY2016-17 which has remained unpaid/ unclaimed for 7 years shall be credited to the Investor Education Protection Fund (IEPF) along with the corresponding shares on which the dividend has remained unpaid/ unclaimed for 7 years, as per the procedure as set out in the Rules.

In view of the MCA Circulars the Company shall be sending notices to the shareholders through electronic mode. However, the Company had already dispatched the notices to the shareholders giving them an opportunity to claim their unclaimed dividend in May 2024. For details the Members may refer the website of the Company viz. www.coforge.com.
20. In accordance with the provisions of the Income Tax Act, 1961 (the "Act") as amended by the Finance Act, 2020, dividend declared and paid by a company shall be taxable in the hands of the shareholders and the Company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates as per the provisions of the Act. The withholding tax rate would vary depending on the residential status, category of the shareholder and the documents submitted by them and accepted by the Company. For the prescribed rates for various categories, the shareholders are requested

to refer to the Act, as amended, the shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

21. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail at the time of declaration of dividend at investors@coforge.com. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable. Non-resident shareholders (including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)) can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to the Company at investors@coforge.com. For more details regarding the applicable TDS provisions together with documentation requirements for various categories such as resident, non-resident shareholders and specific categories, the shareholders are requested to refer the Act, as amended.
22. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
 - a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NR account with a bank in India, if not furnished earlier.
23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
24. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act, and the Certificate from the Secretarial Auditors in respect of the Company's Employee Stock Option Scheme will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company at investors@coforge.com
25. Relevant documents referred to in the proposed resolutions as mentioned in the Notice are available for inspection during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
26. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Further, in order to facilitate payment of dividends, SEBI vide its circular dated April 20, 2018 has mandated the Company/RTA to obtain copy of PAN Card and Bank Account details from all the members holding shares in physical form. Accordingly, members holding shares in physical form shall submit their PAN and bank details to the Registrar and Transfer Agent of the Company i.e. Alankit Assignments Limited at 4E/2, Jhandewalan Extension, New Delhi 110055.
27. 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.
28. Members desirous of obtaining any information/clarification concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting. Members may also note that the Notice and Annual Report for the Financial Year 2023-24 will also be available on the Company's website at www.coforge.com.
29. Since the AGM will be held through VC/ OAVM, the Route map is not annexed to the Notice.
30. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice

calling the AGM has been uploaded on the website of the Company at www.coforge.com. The Notice can also be accessed from 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 AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

INFORMATION ON REMOTE EVOTING:

1. Pursuant to Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company has provided a facility to its members to cast their votes on resolutions as set forth in the Notice convening the 32nd Annual General Meeting to be held on Friday, August 23, 2024 at 04:30 P.M. (IST), electronically through the e-voting service provided by NSDL. Resolution(s) passed by the Members through e-voting is/ are deemed to have been passed as if they have been passed at the Annual General Meeting. The e-voting facility will commence from 09:00 A.M. (IST) on Tuesday, August 20, 2024 and ends at 05:00 P.M. (IST) on Thursday, August 22, 2024. The e-voting module shall be disabled by NSDL for voting thereafter. During this period the members holding shares either in physical form or in dematerialized form, as on the cut-off date for e-voting i.e. Friday, August 16, 2024 may cast their votes electronically.
2. Those Members, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. Mr. Nityanand Singh, Company Secretary in Practice (Membership No. - FCS-2668 and CP No. - 2388) and proprietor M/s Nityanand Singh & Co., Company Secretaries has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner by the Board.
4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at

evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

7. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting prior to & during the AGM and make, not later than two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairperson or a person authorised by him in writing, who shall countersign the same. The results of the voting will be announced by the Chairperson of the Company or Company Secretary of the Company duly authorized on or before August 24, 2024 and communicated to the Stock Exchanges, Depositories and shall also be displayed on the website of the Company i.e. www.coforge.com and on the website of NSDL i.e. www.evoting.nsdl.com
8. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.coforge.com and on the website of NSDL www.evoting.nsdl.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, August 20, 2024 at 09:00 A.M. and ends on Thursday, August 22, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 16, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cutoff date, being Friday, August 16, 2024.

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 and joining virtual meeting 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 or joining virtual meeting & voting during the meeting. 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store



Google Play



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 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 or joining virtual meeting & voting during the meeting. 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. 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.
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Type of shareholders	Login Method
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.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 e-Voting and joining virtual meeting 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***

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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 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, Deputy Vice President, NSDL or Ms. Pallavi Mhatre, Senior Manager, NSDL, 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at Investors@coforge.com. The same will be replied by the company suitably.
6. Shareholders who would like to participate as speaker shareholder during the AGM may send their request on or before Wednesday, August 21, 2024 mentioning their name demat account number/folio number, email id, mobile number to Company's email Id. investors@coforge.com. Those Members who have registered themselves as a speaker will only be allowed to ask questions during the AGM, depending upon the availability of time. The same will be replied by the company suitably.

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

Sd/-

Barkha Sharma

Company Secretary
(Membership No. ACS 24060)

Place: Greater Noida

Date: July 22, 2024

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND IN TERMS OF REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS") IS GIVEN BELOW

ITEM NO. 04

TO APPROVE THE RE-APPOINTMENT OF MR. SUDHIR SINGH (DIN: 07080613) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors ("Board") of the Company vide its resolution dated May 02, 2024 re-appointed Mr. Sudhir Singh, who is also the Chief Executive Officer of the Company, as an Executive Director of the Company for a term of 5 (five) years, with effect from January 29, 2025 up to January 28, 2030 (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. Annual Fixed Salary of USD 729,000 (equivalent approx. INR 6,05,07,000*).
2. Annual Bonus of USD 7,90,250 (equivalent approx. INR 6,55,90,750*) payable annually on 100% achievement of the targets.

*Note: Calculated at the conversion rate of USD 1 = INR 83.
3. Long-term incentives in the form of cash or stock options etc. as decided by the Board from time to time. As per current ESOP scheme, no single individual is eligible for ESOP's more than 1% of the total shareholding.
4. All ESOP grant's vesting will be 100% performance linked based on following parameters:
 - a Revenue target of the Company in USD million in each financial year
 - b Profit target of the Company in USD million in each financial year
 - c Operating Cashflow to EBITDA ratio of the Company for each financial year.
 - d Any other parameters as the Compensation Committee (NRC) may determine from time to time.
5. Grants would be of 5-to-7-year with an equated vesting for each year, subject to compliance with applicable law. Sudhir would be provided a mix of the two option types i.e. Exercise price at Face Value and exercise price which is an average of the six-month closing price of the equity shares of Coforge preceding the date of the grant.

6. The Company and the Compensation Committee sets a minimum threshold of 90% of the target for the relevant financial year, below which, all the options for the respective period are forfeited and transferred to the pool. At achievement of 90% of the target, only 50% of the allocated options get vested and at 100% achievement of target, all options granted for the said year get vested. If the relevant employee achieves more than 100% of the target, the employee will not be entitled to any additional options.

7. Mr. Sudhir Singh 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.

8. Subject to overall ceiling on remuneration mentioned herein, Mr. Sudhir Singh 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

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.

9. The aggregate of salary, bonus, allowances, incentives and perquisites payable to Mr. Sudhir Singh in any subsequent financial year during the term of his appointment as Executive Director of the Company shall not exceed 5% of the net profit of the company for each the next 5 years. In case there is any change in limit due to vesting of certain ESOP's in a given year, a separate approval from shareholder's will be taken.

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 Act 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. Sudhir Singh as an 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.

Under Mr. Singh's leadership, the Company has earned the third comma by crossing the USD 1 Billion revenue mark in FY23 and the Company has grown from INR 28,021 Mn (equivalent USD 417 Mn) in Revenues in FY17 to INR 91,790 Mn (equivalent USD 1,119 Mn) in FY24, with CAGR growth of 18.5% in revenues and CAGR growth of 18.2% in PAT over last 7 years. During last 7 years, the shareholder's value has increased by CAGR of 44%.

The NRC and the Board are of the view that Mr. Sudhir Singh 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. Sudhir Singh as an Executive Director.

Except Mr. Sudhir Singh, being the appointee, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 4 of the Notice, except to the extent of their shareholding in the Company. Further details of Mr. Sudhir Singh are given in this Notice.

The Board recommends approval of Members of the Company by way of Ordinary Resolution required in accordance with Section 196 of the Act for re-appointment of Mr. Sudhir Singh as Executive Director of the Company.

ITEM NO. 5

TO APPROVE THE SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM NCT OF DELHI TO STATE OF HARYANA

The Company's Registered Office is presently located at 8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019 (NCT of Delhi). The Board of Directors of your Company at their meeting held on July 22, 2024 has decided to shift the Registered Office of the Company from '8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi – 110019, NCT of Delhi' to 'Plot No. 13, Udyog Vihar Phase – IV, Sector 18, Gurugram - 122015, State of Haryana' to carry on the business of the Company more efficiently and with better operational convenience, subject to approval of the Members and other requisite approvals required under applicable laws.

Further, the meetings of key leadership and Board of Directors of the Company and committees thereof are generally held at Gurugram and shifting of the Registered Office to Gurugram would help the Company's management to monitor its business more economically and efficiently and to streamline its various corporate functions at reduced cost with better administrative control, supervision and convenience.

The shifting of the Registered Office of the Company will not be prejudicial to the interest of any employees, Members, creditors or any other stakeholders.

As per provisions of Section 12, 13 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company from one state to another state requires prior approval of the Members by way of Special Resolution.

Consequent to the change of Registered Office of the Company, it is also proposed to alter the Clause 2 of the Memorandum of Association ("MOA") as follows:

"The Registered Office of the Company will be situated in the State of Haryana."

In terms of the provisions contained in Section 13 of the Companies Act, 2013 the alteration of Clause 2 of the MOA pertaining to situation of the Registered Office of the Company requires prior approval of the Members by Special Resolution and further requires approval by the Central Government through Regional Director, Northern Region and Registrar of Companies National Capital Territory of Delhi and Haryana. A copy of the MOA of the Company will be available for inspection by the Members of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice, except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company has recommended the Resolution as set out at Item No. 5 of the accompanying Notice for approval of the members by way of a Special Resolution.

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

Sd/-

Barkha Sharma

Company Secretary

(Membership No. ACS 24060)

Place: Greater Noida

Date: July 22, 2024

ANNEXURE TO AGM NOTICE DATED July 22, 2024

DETAILS OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO ITEM NOS. 3 & 4 OF THE AFORESAID NOTICE, AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ARE PROVIDED HEREIN BELOW:

Name of Director	Mr. Sudhir Singh
DIN	07080613
Age	52
Qualification	He is a B.Tech from IIT Banaras Hindu University, Varanasi and has completed his MBA from IIM Calcutta.
Experience / Brief Profile	<p>Mr. Sudhir is the Chief Executive Officer of Coforge and serves on the Company's Board of Directors. He joined Coforge in May 2017.</p> <p>Mr. Sudhir brings experience across Unilever (Hindustan Lever), Infosys and Genpact to bear on his current role at Coforge. He has 25 years of industry experience with an exceptional track record of execution, driving robust revenue and margin growth simultaneously, executing business turnarounds and orchestrating successful acquisitions.</p> <p>As the CEO and Executive Director of the firm Sudhir charted the "Transform at the Intersect" growth strategy of the organization. Under this construct the firm has logged industry leading growth and profits by hyper-focusing on the Financial Services and Travel industries.</p> <p>The "Engage with the Emerging" technologies vision of the firm has allowed it to incubate and industrialize emerging technologies including Cognitive, Blockchain and Automation. Sudhir remains personally and intensely engaged with the firm's clients to ensure that the execution rigor remains intact.</p> <p>As an author and a public speaker, Sudhir regularly communicates his views about the changing industry landscape, the workforce of tomorrow, tech disruption in the Financial Services industry, and change /growth leadership. He is a strong advocate for inclusion in the workplace; and for building bridges with academia.</p> <p>Sudhir started his career in 1995 with Unilever (Hindustan Lever). During his six-year Sales and Brand Management stint with Unilever in India Sudhir won the prestigious Hindustan Lever Chairman's Award "for exceptional performance".</p> <p>Subsequently, he spent close to a decade with Infosys in the US. He was an Invitee to the Infosys Management Committee, the Head of the Infosys South-West Geo and also founded and ran the Infosys Global BFS Payments and Cards Portfolio.</p> <p>At Genpact, Sudhir was the Chief Operating Officer of the Capital Markets and IT Services business. He played a key role in the acquisition and subsequent integration of Headstrong Technologies. During the integration period he served as a Managing Director of Headstrong between 2012-14.</p> <p>He is based in Princeton, New Jersey.</p>
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Sudhir Singh fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Listing Regulations for his re-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. A brief on his contribution to the growth of the Company is mentioned in the explanatory statement.
Nature of expertise in specific functional areas	Industry experience with an exceptional track record of execution, driving robust revenue and margin growth simultaneously, executing business turnarounds and orchestrating successful acquisitions.
Date of first appointment on the Board	January 29, 2020

Name of Director	Mr. Sudhir Singh
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc. (excluding foreign companies)	<ul style="list-style-type: none"> • Coforge Business Process Solutions Private Limited • Cigniti Technologies Limited
Memberships / chairmanships of committees of the Boards of other companies. (excluding foreign companies)	<p>Cigniti Technologies Limited:</p> <p>Audit Committee, Member</p> <p>Nomination and Remuneration Committee, Member</p> <p>Stakeholders Relationship Committee, Chairperson</p> <p>Corporate Social Responsibility Committee, Chairperson</p>
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)	3,15,327
Terms and conditions including details of remuneration	As per the terms and conditions mentioned in this Notice above.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None

Note: For other details such as number of meetings of the board attended during the year and remuneration drawn in respect of above director, please refer to the corporate governance report.

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

Sd/-

Barkha Sharma
Company Secretary
(Membership No. ACS 24060)

Place: Greater Noida
Date: July 22, 2024