

July 30, 2021

The Manager,
Department of Corporate Services
BSE Limited
Floor 25, P.J. Towers,
Dalal Street, Mumbai – 400 001
BSE Scrip code – [532541]
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 Scrip code – [COFORGE]

Sub: Scrutinizer report and voting results of the 29th Annual General Meeting of the Company as per Regulation 44(3) of the SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015 & amendments thereto

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find details of the Voting Results of the 29th Annual General Meeting of the Company held on Friday, July 30, 2021 at 09:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Mode (OAVM) in compliance with the Ministry of Corporate Affairs vide circular dated April 08, 2020 and April 13, 2020, May 05, 2020 and January 13, 2021 (referred as 'MCA Circulars') and SEBI vide its Circular dated May 12, 2020 & January 15, 2021 and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

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



S.No.	Particulars of Business	Nature of Business
1.	To receive, consider and adopt: a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 including Balance Sheet as at March 31, 2021, the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 including Balance Sheet as at March 31, 2021, the Statement of Profit and Loss for the year ended on that date, together with Report of the Auditors thereon;	Ordinary
2.	To confirm interim dividend aggregating to INR 13 per equity share of the face value of INR 10 each for the Financial Year ended March 31, 2021.	Ordinary
3.	To appoint a Director in place of Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4.	To appoint a Director in place of Mr. Patrick John Cordes (DIN: 02599675) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
5.	Re-appointment of Mr. Basab Pradhan (DIN: 00892181) as Independent Director and as the Chairperson of the Board	Special
6.	To approve the profit related commission payable to Mr. Basab Pradhan (DIN: 00892181) as an Independent Director of the Company and as Chairperson of the Board	Special
7.	To consider and approve raising of funds in one or more tranches by issuance of equity shares and/or depository receipts and/or other eligible securities.	Special

Please take note of the above and acknowledge the receipt.

Yours faithfully

For **Coforge Limited**

(Erstwhile NIIT Technologies Limited)

Lalit Kumar Sharma Company Secretary & Legal Counsel

Encl as above:



NEW DELH

Report of Scrutinizer

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as amended from time to time and as per MCA General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020 and Circular No. 02/2021 dated 13.01.2021 as issued by MCA]

To,
The Chairman
Coforge Limited
(Erstwhile Known as NIIT Technologies Limited)
8, Balaji Estate, Third Floor,
Guru Ravi Das Marg, Kalkaji,
New Delhi — 110019

Subject: Consolidated Report of Scrutinizer on voting through e-voting system and through remote e-voting

Dear Sir,

The Board of Directors of COFORGE LIMITED (Erstwhile Known as NIIT Technologies Limited (the "Company") appointed us, M/s. Nityanand Singh & Co., Company Secretaries, having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029 as the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended time to time, to conduct the remote e-voting and e-voting process in respect of the below mentioned resolutions proposed at the 29th Annual General Meeting ("AGM") of COFORGE LIMITED (Erstwhile known as NIIT Technologies Limited) on Friday, July 30, 2021 at 09:00 A.M. through VC / OAVM.

The notice dated July 06, 2021, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and Jan 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and 15th January 2021.

In view of the continuing COVID-19 pandemic and the restrictions imposed on the movement of people, the Ministry of Corporate Affairs ('MCA') vide above referred Circulars have permitted the members casted their votes electronically only.

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

The voting period for remote e-voting commenced on Tuesday, July 27, 2021 (09:00 a.m. IST) and ended on Thursday, July 29, 2021 (05:00 p.m. IST) and the remote e-voting module shall be disabled by NSDL for voting thereafter

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

The shareholders of the Company holding shares as on the "cut-off" date of Friday, July 23, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

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

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

After the Conclusion of the e-voting at the 29th Annual General Meeting, the votes cast by the members present through VC/OAVM at the 29th AGM through e-voting system and through remote e-voting facility were downloaded on July 30th, 2021 at around 11.06 A.M in the presence of two witness Mr Sunil Kumar R/o House No. 6 E- Block Qutub Vihar New Delhi 110071 and Mr. Ram Niwas R/o 16-A Gali No. 2 B- Block Qutub Vihar New Delhi 110071, who are not in the employment of the Company and have signed below in confirmation of the votes being unlocked in their presence.

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

1) Ordinary Resolution

To receive consider and adopt

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2021, including Balance Sheet as at March 31, 2021, the statement of profit and loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, including Balance Sheet as at March 31, 2021, the statement of profit and loss for the year ended on that date together with Reports of the Auditors thereon.

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

S. No.	Particulars	No. of members who cast valid votes	Number of Valid Votes cast by them	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	552	50,078,443	99.4578
2	Total number of votes cast against the Resolution	5	273,017	0.5422
	Total	557	50351460	100

2) Ordinary Resolution

To confirm interim dividend aggregating to INR 13 per equity share of the face value of INR 10 each for the financial year ended March 31, 2021

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

S. No.	Particulars	No. of members who cast valid votes	Number of Valid Votes cast by them	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	555	50,416,683	100
2	Total number of votes cast against the Resolution	-1	11	Negligible
	Total	556	50416694	100

3) Ordinary Resolution

To appoint a Director in place of Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) who retires by rotation and being eligible, offers himself for re-appointment.

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

S. No.	Particulars	No. of members who cast valid votes	Number of Valid Votes cast by them	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	541	50,069,322	99.3252
2	Total number of votes cast against the Resolution	12	340,147	0.6748
	Total	553	50409469	100



4) Ordinary Resolution

To appoint a Director in place of Mr. Patrick John Cordes (DIN: 02599675) who retires by rotation and being eligible, offers himself for re-appointment.

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

S. No.	Particulars	No. of members who cast valid votes	Number of Valid Votes cast by them	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	519	49,757,514	98.7069
2	Total number of votes cast against the Resolution	32	651,845	1.2931
	Total	551	50,409,359	100

5) Special Resolution

Re-appointment of Mr. Basab Pradhan (DIN: 00892181) as Independent Director and as the Chairperson of the Board.

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

S. No.	Particulars	No. of members who cast valid votes	Number of Valid Votes cast by them	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	530	50,006,754	99.2011
2	Total number of votes cast against the Resolution	22	402,705	0.7989
	Total	552	50,409,459	100

6) Special Resolution

To approve the profit related commission payable to Mr Basab Pradhan (DIN: 00892181) as an independent Director of the Company and as Chairperson of the Board.

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



S. No.	Particulars	No. of members who cast valid votes	Number of Valid Votes cast by them	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	381	45,498,748	90.2535
2	Total number of votes cast against the Resolution	172	4,913,430	9.7465
	Total	553	50,412,178	100

7) Special Resolution

To consider and approve the raising of funds in one or more tranches, by issuance of depository receipts and/or equity shares and/or other eligible securities.

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

S. No.	Particulars	No. of members who cast valid votes	Number of Valid Votes cast by them	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	541	50,078,392	99.328
2	Total number of votes cast against the Resolution	14	338,790	0.672
	Total	555	50,417,182	100

The voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are enclosed with this report as an Annexure I.

Thanking you, Yours truly

For Nityanand Singh & Co.

NEW DELHI

(Company Secretaries) No

Nityanand Singh (Prop.)

C.P. No.: 2388

Membership No.: 2668

UDIN: F002668C000714775

Place: New Delhi Date: 30.07.2021

Annexure-I

Coforge Limited (Erstwhile Known as NIIT Technologies Limited) Voting reults as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Date of AGM	July 30, 2021
Total number of shareholders as on the Cut-Off date	75,444
No. of shareholders present in the meeting through video conferencing /	
other Audio Visual Means:	
Promoters and Promoter Group:	1
Public:	78

Resolution 1: To receive consider and adopt

a. the Audited Financial Statements of the Company for the financial year ended March 31, 2021, including Balance Sheet as at March 31, 2021, the statement of profit and loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, including Balance Sheet as at March 31, 2021, the statement of profit and loss for the year ended on that date together with Reports of the Auditors thereon.

Resolution required :Ordinary Resolution Whether agenda/resolution: Promoter/Promoter Group of the Company are not, in anyway concerned or interested, financially

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled	No. of Votes-	No. of Votes-	% of Votes in favour on votes	% of Votes against on votes polled
				shares		•	polled	
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
	E-voting*		33,771,260	100.0000	33,771,260		100.0000	-
	Poll	33,771,260		1		1	1	1
Promoter and Promoter Group	Postal Ballot		,		,	1	1	
	Total	33,771,260	33,771,260	100.0000	33,771,260	-	100.000	
	E-voting*		16,560,881	79.3062	16,287,875	273,006	98.3515	1.6485
	Poll	20,882,199		,	1			
Public- Institutional holders	Postal Ballot		-	1	•		-	
	Total	20,882,199	16,560,881	79.3062	16,287,875	273,006	98.3515	1.6485
	E-voting*		19,319	0.3249	19,308	11	99.9431	0.0569
	Poll	5,945,890		1	1		1	
Public- Others	Postal Ballot							
	Total	5,945,890	19,319	0.3249	19,308	11	99.9431	0.0569
Grand Total		60 599 349	50.351.460	83.0891	50.078,443	273,017	99.4578	0.5422



* E-voting includes remote e-voting if any

Resolution 2: To confirm interim dividend aggregating to INR 13 per equity share of the face value of INR 10 each for the financial year ended March 31, 2021 Resolution required :Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes	No. of Votes-	No. of Votes-	% of Votes in	% of Votes against
				polled on	In favour	against	favour on votes	on votes polled
				outstanding			polled	
				shares				
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
	E-voting*		33,771,260	100.0000	33,771,260		100.0000	1
	Poll	33,771,260		-		,	1	
Promoter and Promoter Group	Postal Ballot		,	1		1	-1	-
	Total	33,771,260	33,771,260	100.0000	33,771,260	3	100.0000	
	E-voting*		16,626,383	79.6199	16,626,383	1	100.0000	1
Doblic Localitation	Poll	20,882,199	-	-			1	1
Public- Institutional notaers	Postal Ballot			1		1		•
	Total	20,882,199	16,626,383	79.6199	16,626,383		100.0000	
	E-voting*		19,051	0.3204	19,040	11	99.9423	0.0577
0.th[:-0	Poll	5,945,890	-	-		·	1	1
rubiic- Oriers	Postal Ballot		-	-		î	1	
Control of the Contro	Total	5,945,890	19,051	0.3204	19,040	11	99.9423	0.0577
Grand Total	_	60,599,349	50,416,694	83.1968	50,416,683	11	100.0000	0.0000

* E-voting includes remote e-voting if any



Resolution 3.To appoint a Director in place of Mr. Kenneth Tuck Kuen Cheong (DIN: 08449253) who retires by rotation and being eligible, offers himself for re-appointment Resolution required :Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes	No. of Votes-	No. of Votes-	% of Votes	% of Votes
				polled on	In favour	against	in favour on votes polled	against on votes polled
				shares				
		1	7	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
	E-voting*		33,771,260	100.0000	33,771,260		100.0000	,
	Poll	33,771,260	-	,		1		-
Promoter and Promoter Group	Postal Ballot		,			,	,	1
	Total	33,771,260	33,771,260	100.0000	33,771,260		100.0000	
	E-voting*		16,619,193	79.5855	16,279,175	340,018	97.9541	2.0459
2	Poll	20,882,199		1.				
Public- Insurutional noiders	Postal Ballot		-	1		1	r	1
	Total	20,882,199	16,619,193	79.5855	16,279,175	340,018	156.76	2.0459
	E-voting*		910'61	0.3198	18,887	129	99.3216	0.6784
2011-10	Poll	5,945,890		1		•	-	
rubile- Others	Postal Ballot			-	,	1		
	Total	5,945,890	19,016	0.3198	18,887	129	99.3216	0.6784
Grand Total	al	60,599,349	50,409,469	83.1848	20,069,322	340,147	99.3252	0.6748

* E-voting includes remote e-voting if any



Resolution 4:To appoint a Director in place of Mr. Patrick John Cordes (DIN: 02599675) who retires by rotation and being eligible, offers himself for re-appointment. Resolution required :Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

_			_	_	_	_	_	_	_	_	_		_	_			_	_
A STATE OF THE PARTY OF THE PAR	% of Votes	against on	votes polled		7=(5/2)*100	-		-		3.9215	,	1	3.9215	0.6612	,		0.6612	1.2931
	% of Votes in	favour on votes	polled		6=(4/2)*100	100.0000			100.0000	96.0785		ī	96.0785	99.3388			99.3388	98.7069
Contract of Land Land	No. of Votes-	against			5	-	1	1	1	651,720	1	1	651,720	125	1	1	125	651,845
	No. of Votes-	In favour			4	33,771,260		,	33,771,260	15,967,473			15,967,473	18,781	a		18,781	49,757,514
	% of votes	polled on	outstanding	shares	3=(2/1)*100	100.0000	-	1	100.0000	79.5855			79.5855	0.3180	,	1	0.3180	83.1847
COITIPATIY.	No. of votes	polled			2	33,771,260	-		33,771,260	16,619,193	1		16,619,193	18,906	i	ï	18,906	50,409,359
ieii silalelloidilig III tile	No. of shares held				1		33,771,260		33,771,260		20,882,199		20,882,199		5,945,890		5,945,890	60,599,349
כבלו וס וווב בצובווו סו וו	Mode of Voting					E-voting*	Poll	Postal Ballot	Total	E-voting*	Poll	Postal Ballot	Total	E-voting*	Poll	Postal Ballot	Total	
of other wise, in the resolution, except to the extent of their shareholding in the company.	Category							Promoter and Promoter Group			Control of the state of the sta	Public- Institutional noiders			10. til.	rapiic-Ottlers		Grand Total

* E-voting includes remote e-voting if any



Resolution 5:Re-appointment of Mr. Basab Pradhan (DIN: 00892181) as Independent Director and as the chairperson of the Board. Resolution required :Special Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

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Category	Mode of Voting	No. of shares held	No. of shares held No. of votes polled	% of votes	No. of Votes- In	No. of Votes-	% of Votes in	% of Votes
				polled on	favour	against	favour on votes	against on
				outstanding			polled	votes polled
				shares				
		1	7	3=(2/1)*100	4	. 2	6=(4/2)*100	7=(5/2)*100
	E-voting*		33,771,260	100.0000	33,771,260	-	100.0000	
	Poll	33,771,260			٠		,	
Promoter and Promoter Group	Postal Ballot			1	•		•	
	Total	33,771,260	33,771,260	100.0000	33,771,260	-	100.0000	ı
	E-voting*		16,619,193	79.5855	16,216,630	402,563	7772.76	2.4223
	llod .	20,882,199	1		•			
Public- Institutional notaers	Postal Ballot		-		-	-		
	Total	20,882,199	16,619,193	79.5855	16,216,630	402,563	7772.76	2.4223
	E-voting*		19,006	0.3196	18,864	142	99.2529	0.7471
1100	Poll	5,945,890			•			
Public- Others	Postal Ballot				-	-	ř	
	Total	5,945,890	900'61	0.3196	18,864	142	99.2529	0.7471
Grand Total		60,599,349	50,409,459	83.18	50,006,754	402,705	99.20	0.80

* E-voting includes remote e-voting if any



Resolution 6:To approve the profit related commission payable to Mr Basab Pradhan (DIN:00892181) as an independent Director of the Company and as Chairperson of the Board.

Resolution required :Special Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially

1.6551 against on votes 29.5579 29.5579 1.6551 7=(5/2)*100 % of Votes polled 98.3449 98.3449 100.0000 70.4421 % of Votes in 100.000 70.4421 6=(4/2)*100 votes polled favour on 313 4,913,430 4,913,117 313 4,913,117 No. of Votesagainst S 18,598 45,498,748 33,771,260 11,708,890 18,598 33,771,260 11,708,890 No. of Votes-In favour 83.1893 100.0000 100.000 79.5989 0.3181 0.3181 79.5989 3=(2/1)*100 outstanding % of votes polled on 33,771,260 50,412,178 16,622,007 18,911 18,911 No. of shares held No. of votes polled 33,771,260 16,622,007 or otherwise, in the resolution, except to the extent of their shareholding in the Company. 5,945,890 60,599,349 33,771,260 20,882,199 33,771,260 20,882,199 5,945,890 Total Mode of Voting Postal Ballot Postal Ballot Postal Ballot E-voting* E-voting* E-voting* **Total** Total Poll Poll Poll **Grand Total Promoter and Promoter Group Public-Institutional holders** Category **Public-Others**

* E-voting includes remote e-voting if any



Resolution 7: To consider and approve the raising of funds in one or more tranches, by issuance of depository receipts and/or equity shares and/or other eligible securities. Resolution required :Special Resolution

Whether Promoter/ Promoter Group interested in the agenda/resolution: Promoter/ Promoter Group of the Company are not, in anyway concerned or interested, financially

against on votes 7=(5/2)*100 % of Votes 99.3280 100.000 97.9641 97.9641 98.5167 100.0000 98.5167 % of Votes in 6=(4/2)*100 votes polled 282 338,790 338,508 282 338,508 No. of Votesagainst S 18,730 50,078,392 33,771,260 16,288,402 33,771,260 16,288,402 18,730 No. of Votes-In favour 83.1976 79.6224 0.3198 0.3198 100.0000 79.6224 100.000 outstanding 3=(2/1)*100 % of votes polled on shares 33,771,260 16,626,910 19,012 50,417,182 16,626,910 19,012 33,771,260 No. of votes polled or otherwise, in the resolution, except to the extent of their shareholding in the Company. 33,771,260 33,771,260 20,882,199 20,882,199 5,945,890 5,945,890 60,599,349 No. of shares Mode of Voting Postal Ballot Postal Ballot Postal Ballot E-voting* E-voting* E-voting* Total Total Total Poll Poll **Grand Total** Promoter and Promoter Group Public- Institutional holders Category Public-Others

1.4833

2.0359

2.0359

1.4833 0.6720

* E-voting includes remote e-voting if any

