

May 24, 2021

To,

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

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]

Dear Sir/Madam,

Sub: Intimation of voting results of Postal Ballot concluded on May 23, 2021 as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

This is further to our intimation dated April 17, 2021 wherein it was informed that the Board of Directors of **Coforge Limited** (Erstwhile NIIT Technologies Limited) (the "**Company**") has approved the Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings **and** to give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013, subject to the approval of the shareholders by way of a postal ballot and such other approvals, permissions and sanctions as may be necessary from time to time.

The Company had also informed vide its letter dated April 23, 2021 that in compliance with the provisions of General Circular No 14/2020 dated April 08, 2020 and General Circular No 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") issued by Ministry of Corporate Affairs and due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company sent Postal Ballot Notice in electronic form only on April 23, 2021 to all the members whose names appear in the Register of Members/Record of Depositories as on Friday, April 16, 2021, being the cut-off date for that Purpose.

We wish to inform you that, in compliance with applicable Regulations of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended and other applicable laws, the shareholders of the Company have approved both the Special Resolutions for the aforesaid matters by requisite majority on Sunday, May 23, 2021, through remote e-voting postal ballot process as set out in the postal ballot notice.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, details of the voting results of the Postal Ballot conducted on Sunday, May 23, 2021 are enclosed in the prescribed format alongwith the Scrutinizer Report on remote e-voting postal ballot as received by the Company.

Please note that the aforesaid results are also available on the website of the Company www.coforgetech.com and National Securities Depositories Limited at www.evoting.nsdl.com

Kindly take this on record and acknowledge receipt.

Thanking you,

For Coforge Limited
(Erstwhile NIIT Technologies Limited)

Lalit Kumar Sharma
Company Secretary & Legal Counsel

Encl: as above

Report of Scrutinizer

[Pursuant to the provisions of Section 108 read with Section 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman / Authorized Person

COFORGE LIMITED

(Erstwhile known as NIIT Technologies Limited)
8, Balaji Estate, Third Floor,
Guru Ravi Das Marg, Kalkaji,
New Delhi – 110019

Subject: Scrutinizer's Report on Postal Ballot Results (remote e-voting) conducted as per the relevant provisions of the Companies Act, 2013

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 for the purpose of monitoring the e-voting process, scrutinizing the votes casted and ascertaining the results thereof and report to the Chairman, as per Section 108 and 110 of the Companies Act, 2013 and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, also read with MCA General Circular No. 14/2020 dated 08.04.2020, Circular No. 17/2020 dated 13.04.2020, Circular No 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on resolutions as mentioned in the Notice of Postal Ballot dated April 17th, 2021, in a fair and transparent manner.

Further, due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation and in accordance with the relaxation give vide above-referred Circulars the members have casted their votes electronically only.

- (i) The Company Secretary had, in pursuance to Section 110 and other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, vide Postal Ballot Notice dated April 17th, 2021 circulated to the members the following Resolutions in electronic form for their approval:



S.No.	Type of Resolution	Resolution Description
1	Special Resolution	Creation of security on the assets and properties of the Company
2	Special Resolution	To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013.

In the above matters, we hereby submit our Report as under:

- i. The Company completed the service of postal ballot notice along with required documents, through emails, on April 23, 2021 to its Members, whose names appeared in the Register of Members of the Company or the list of beneficial owners, as received from the Registrar and Share Transfer Agent of the Company ('RTA') /National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on April 16th, 2021 ("Cut-off date").
- ii. The members holding shares as on the Cut-off date i.e. April 16th, 2021 were entitled to vote on the resolutions stated in Notice of the Postal Ballot and as on cut-off date the Company had 54,709 members and the notices through email were served to 47,917 of Members as on April 23rd 2021.
- iii. The Members not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent or the Company, were given special facility to get their email ID registered to receive the Notice electronically and participate in remote e-voting process.
- iv. The members of the Company were required to vote through 'remote e-voting' facility provided on the designated website 'www.evoting.nsdl.com' of NSDL.
- v. The remote e-voting period commenced on April 24th, 2021 at 09:00 AM (IST) and completed on May 23rd, 2021 at 05:00 PM (IST).
- vi. I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- vii. The remote e-voting system was un-block at 05:02 P.M (IST) on May 23rd, 2021 (IST) in the presence of two witnesses, who are not in the employment of the Company. Their confirmation in writing is attached as Annexure-I
- viii. The particulars of votes cast through remote e-voting have been entered in registers maintained separately for this purpose



Based on the scrutiny the summary of the results of remote e-voting is as under:-

1) **Special Resolution Creation of security on the assets and properties of the Company**

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

S. No.	Particulars	No. of members who cast valid votes	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	493	5,18,37,983	99.9974
2	Total number of votes cast against the Resolution	23	1,343	00.0026
Total		516	5,18,39,326	100

2) **Special Resolution To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013.**

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

S. No.	Particulars	No. of members who cast valid votes	Total No. of Shares	% of Votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	389	4,85,75,739	93.7215
2	Total number of votes cast against the Resolution	124	32,54,165	6.2785
Total		513	5,18,29,904	100


I have, on the reckoning of voting rights of the shareholders on the basis of paid up value of the shares registered in their names, found that the above Special Resolutions has been duly passed with requisite majority. You may accordingly declare the results of voting by postal ballot through remote e-voting.



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 II.

Thanking you,
Yours truly

**For Nityanand Singh & Co.
(Company Secretaries)**

M. Singh


Nityanand Singh (Prop.)
C.P. No.: 2388
Membership No.: 2668
UDIN: F002668C000362115

Place: New Delhi
Date: 24.05.2021

Annexure-I

The e-votes cast through remote e-voting on resolution stated in the notice for postal ballot of **Coforge Limited (Erstwhile known as NIIT Technologies Limited)** (CIN: **L72100DL1992PLC048753**) which ended on 23rd May 2021 at 5.00 P.M and were unblocked at 05.02 P.M. in our presence.

We are not in the employment of the Company.

Witness:

A.K. Boryehon.

Name Ajay Prajapati
Address: H.No. 53, block-A, Shyam Vihar-II,
Dindarpur, Najafgarh, New Delhi-110043

Sunil Kumar

Name:- Sunil Kumar
Address:- House No. 6 E-block,
Qutub Vihar, New Delhi -110071

Date: 24.05.2021
Place: New Delhi



Annexure-II
Coforge Limited (Erstwhile known as NIIT Technologies Limited)
Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Date of declaration of the results of Postal Ballot	May 24, 2021
Total number of shareholders as on the Cut-Off date	54709
No. of shareholders present in the meeting through video conferencing / other Audio Visual Means:	Not Applicable
Promoters and Promoter Group: Public:	

Resolution 1: Creation of security on the assets and properties of the Company

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.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter and Promoter Group	Remote e-voting	38,771,260	38,771,260	100.0000	38,771,260	-	100.0000	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	38,771,260	38,771,260	100.0000	38,771,260	-	100.0000	-
Public- Institutional holders	Remote e-voting	16,111,759	13,053,590	81.0190	13,053,590	-	100.0000	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	16,111,759	13,053,590	81.0190	13,053,590	-	100.0000	-
Public- Others	Remote e-voting	5,709,330	14,476	0.2535	13,133	1,343	90.7226	9.2774
	Postal Ballot	-	-	-	-	-	-	-
	Total	5,709,330	14,476	0.2535	13,133	1,343	90.7226	9.2774
Grand Total		60,592,349	51,839,326	85.5542	51,837,983	1,343	99.9974	0.0026



Resolution 2: To give loans, inter corporate deposits, give guarantees in connection with loans made by any person or body corporate and acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act 2013.									
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.									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes- In favour	No. of Votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=[5/2]*100	
Promoter and Promoter Group	Remote e-voting	38,771,260	38,771,260	100.0000	38,771,260	-	100.0000	-	
	Postal Ballot	-	-	-	-	-	-	-	
	Total	38,771,260	38,771,260	100.0000	38,771,260	-	100.0000	-	
Public- Institutional holders	Remote e-voting	16,111,759	13,044,198	80.9607	9,792,183	3,252,015	75.0693	24.9307	
	Postal Ballot	-	-	-	-	-	-	-	
	Total	16,111,759	13,044,198	80.9607	9,792,183	3,252,015	75.0693	24.9307	
Public- Others	Remote e-voting	5,709,330	14,446	0.2530	12,296	2,150	85.1170	14.8830	
	Postal Ballot	-	-	-	-	-	-	-	
	Total	5,709,330	14,446	0.2530	12,296	2,150	85.1170	14.8830	
Grand Total	Total	60,592,349	51,829,904	85.5387	48,575,739	3,254,165	93.7215	6.2785	

Due to non-availability of postal ballot and courier services, on account of threat posed by COVID-19 pandemic situation and in accordance with the relaxation vide referred circulars the members have casted their votes electronically only.

