

August 25, 2022

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]

Subject: Details of voting results of the 30th 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 30th Annual General Meeting of the Company held on Wednesday, August 24, 2022 at 09:00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Mode (OAVM) in compliance with the General Circulars issued by the Ministry of Corporate Affairs (“MCA”) and Circulars issued by Securities and Exchange Board of India (“SEBI”), 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.coforge.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, 2022 including Balance Sheet as at March 31, 2022, 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, 2022 including Balance Sheet as at March 31, 2022, 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 52 per equity share of the face value of INR 10 each for the Financial Year 2021-22.	Ordinary
3.	To appoint a Director in place of Mr. Hari Gopalakrishnan (DIN: 03289463) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary

Coforge Limited

(Erstwhile known as NIIT Technologies Limited)

Special Economic Zone, Plot No. TZ-2 & 2A, Sector - Tech Zone, Greater Noida (UP) - 201308, India.

Tel.: +91 120 4592 300, Fax: +91 120 4592 301 www.coforge.com

Registered Office : 8, Balaji Estate, Third Floor, Guru Ravi Das Marg, Kalkaji, New Delhi - 110 019, India.

Tel.: +91 11 41029 297, Fax: +91 11 2641 4900

CIN: L72100DL1992PLC048753



4.	To appoint a Director in place of Mr. Kirtiram Hariharan (DIN: 01785506) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
5.	To re-appoint M/s S R Batliboi & Associates, LLP Statutory Auditor of the Company and fix their remuneration for a second term of five years.	Ordinary
6.	To approve the commission payable to Mr. Basab Pradhan (DIN: 00892181) as an Independent Director of the Company and as Chairperson of the Board.	Special

Please take note of the above and acknowledge the receipt.

Yours faithfully

For Coforge Limited



Barkha Sharma
Company Secretary



Encl: as above

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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, General Circular No. 17/2020 dated 13.04.2020, General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021, General Circular No. 21/2021 dated 14.12.2021, General Circular No. 2/2022 dated May 5, 2022 and other relevant circulars issued by the Ministry of Corporate Affairs and /pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022]

To,
The Chairman
Coforge 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 (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 from time to time, to conduct the remote e-voting and e-voting process in respect of the below mentioned resolutions proposed at the 30th Annual General Meeting ("AGM") of COFORGE LIMITED on Wednesday, August 24, 2022 at 09:00 A.M. through VC / OAVM.

The notice dated May 12, 2022, 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, pursuant to the aforementioned MCA Circulars and SEBI Circulars.

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 Saturday, August 20, 2022 (09:00 A.M. (IST) and ended on Tuesday, August 23, 2022 (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 Wednesday, August 17, 2022 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 e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

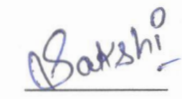
I have scrutinized and reviewed the remote e-voting prior and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

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.

My responsibility as scrutinizer for the remote e-voting and e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

After the Conclusion of the 30th Annual General Meeting and closure of e-voting at the Annual General Meeting, the votes cast by the members present through VC/OAVM at the 30th AGM through e-voting system and through remote e-voting facility were downloaded on 24th August, 2022 at around 10.55 A.M in the presence of two witness Ms. Kirti Tanwer R/o D-52, Dilip Vihar, New Delhi-110041 and Ms. Sakshi Jaswal R/o A-18, Ramchander Enclave, Mohan Garden, Uttam Nagar, New Delhi-110059 Who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.


KIRTI TANWER


SAKSHI

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, 2022, including Balance Sheet as at March 31, 2022, 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, 2022, including Balance Sheet as at March 31, 2022, 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 total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	826	5,18,09,880	99.4088
2	Total number of votes cast against the Resolution	17	3,08,120	0.5912
Total		843	5,21,18,000	100

Invalid Votes - NIL

2) Ordinary Resolution

To confirm interim dividend aggregating to INR 52 per equity share of the face value of INR 10 each for the financial year 2021-22.

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 total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	848	5,21,39,493	99.9999
2	Total number of votes cast against the Resolution	6	46	0.0001
Total		854	5,21,39,539	100

Invalid Votes - NIL

3) Ordinary Resolution

To appoint a Director in place of Mr. Hari Gopalakrishnan (DIN: 03289463) 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 total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	706	4,70,36,778	90.2505
2	Total number of votes cast against the Resolution	140	50,81,222	9.7495
Total		846	5,21,18,000	100

Invalid Votes - NIL



4) Ordinary Resolution

To appoint a Director in place of Mr. Kirtiram Hariharan (DIN: 01785506) 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 total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	719	4,71,39,721	90.4482
2	Total number of votes cast against the Resolution	126	49,78,179	9.5518
Total		845	5,21,17,900	100

Invalid Votes - NIL

5) Ordinary Resolution

To re-appoint M/s S R Batliboi & Associates, LLP as Statutory Auditors of the company and fix their remuneration for a second term of five years.

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 total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	686	4,51,13,028	86.5594
2	Total number of votes cast against the Resolution	157	70,04,972	13.4406
Total		843	5,21,18,000	100

Invalid Votes - NIL

6) Special Resolution

To approve the 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 total number of valid votes cast
1	Total number of votes cast in favour of the Resolution	635	4,40,13,596	84.4501
2	Total number of votes cast against the Resolution	207	81,04,304	15.5499
Total		842	5,21,17,900	100

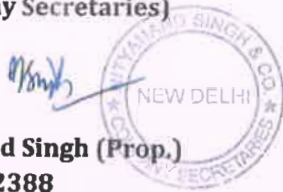
Invalid Votes - NIL



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.
(Company Secretaries)**



**Nityanand Singh (Prop.)
C.P. No.: 2388
Membership No.: 2668
UDIN: F002668D000846324**

**Place: New Delhi
Date: 25.08.2022**

For Coforge Limited

A handwritten signature in blue ink, likely of the Company Secretary, written over a horizontal line.

Company Secretary

Counter signed by



**Annexure-I
Coforge Limited**

Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements), 2015

Date of AGM	24.08.2022
Total number of shareholders as on the Cut-Off date	1,55,600
No. of shareholders present in the meeting through video conferencing / other	
Promoters and Promoter Group:	1
Public:	119

Resolution 1: To receive consider and adopt

a. the Audited Financial Statements of the Company for the financial year ended March 31, 2022, including Balance Sheet as at March 31, 2022, 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, 2022, including Balance Sheet as at March 31, 2022, 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 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	E-voting*		2,44,21,260	100.0000	2,44,21,260	-	100.0000	-
	Poll	2,44,21,260	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,44,21,260	2,44,21,260	100.0000	2,44,21,260	-	100.0000	-
Public- Institutional holders	E-voting*		2,74,93,813	93.7595	2,71,85,744	3,08,069	98.8795	1.1205
	Poll	2,93,23,776	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,93,23,776	2,74,93,813	93.7595	2,71,85,744	3,08,069	98.8795	1.1205
Public- Others	E-voting*		2,02,927	2.8204	2,02,876	51	99.9749	0.0251
	Poll	71,94,861	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	71,94,861	2,02,927	2.8204	2,02,876	51	99.9749	0.0251
Grand Total		6,09,39,897	5,21,18,000	85.5236	5,18,09,880	3,08,120	99.4088	0.5912

* E-voting includes remote e-voting if any



Resolution 2: To confirm interim dividend aggregating to INR 52 per equity share of the face value of INR 10 each for the financial year 2021-2022

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 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	E-voting*	2,44,21,260	2,44,21,260	100.0000	2,44,21,260	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,44,21,260	2,44,21,260	100.0000	2,44,21,260	-	100.0000	-
Public- Institutional holders	E-voting*	2,93,23,776	2,75,15,248	93.8326	2,75,15,248	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,93,23,776	2,75,15,248	93.8326	2,75,15,248	-	100.0000	-
Public- Others	E-voting*	71,94,861	2,03,031	2.8219	2,02,985	46	99.9773	0.0227
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	71,94,861	2,03,031	2.8219	2,02,985	46	99.9773	0.0227
Grand Total		6,09,39,897	5,21,39,539	85.5590	5,21,39,493	46	99.9999	0.0001

* E-voting includes remote e-voting if any



Resolution 3: To appoint a Director in place of Mr. Hari Gopalakrishnan (DIN: 03289463) 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 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	E-voting*	2,44,21,260	2,44,21,260	100.0000	2,44,21,260	-	100.0000	-
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		2,44,21,260	2,44,21,260	100.0000	2,44,21,260	-	100.0000
Public- Institutional holders	E-voting*	2,93,23,776	2,74,93,813	93.7595	2,24,12,726	50,81,087	81.5192	18.4808
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		2,93,23,776	2,74,93,813	93.7595	2,24,12,726	50,81,087	81.5192
Public- Others	E-voting*	71,94,861	2,02,927	2.8204	2,02,792	135	99.9335	0.0665
	Poll		-	-	-	-	-	
	Postal Ballot		-	-	-	-	-	
	Total		71,94,861	2,02,927	2.8204	2,02,792	135	99.9335
Grand Total		6,09,39,897	5,21,18,000	85.5236	4,70,36,778	50,81,222	90.2505	9.7495

* E-voting includes remote e-voting if any



Resolution 4: To appoint a Director in place of Mr. Kirtiram Hariharan (DIN: 01785506) 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 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	E-voting*		2,44,21,260	100.0000	2,44,21,260	-	100.0000	-
	Poll	2,44,21,260	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,44,21,260	2,44,21,260	100.0000	2,44,21,260	-	100.0000	-
Public- Institutional holders	E-voting*		2,74,93,813	93.7595	2,25,15,871	49,77,942	81.8943	18.1057
	Poll	2,93,23,776	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,93,23,776	2,74,93,813	93.7595	2,25,15,871	49,77,942	81.8943	18.1057
Public- Others	E-voting*		2,02,827	2.8191	2,02,590	237	99.8832	0.1168
	Poll	71,94,861	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	71,94,861	2,02,827	2.8191	2,02,590	237	99.8832	0.1168
Grand Total		6,09,39,897	5,21,17,900	85.5234	4,71,39,721	49,78,179	90.4482	9.5518

* E-voting includes remote e-voting if any



Resolution 5: To re-appoint M/s SR Batliboi & Associates, LLP as Statutory Auditors of the Company and fix their remuneration for a second term of five years.

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 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	E-voting*	2,44,21,260	2,44,21,260	100.0000	2,44,21,260	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		2,44,21,260	2,44,21,260	100.0000	2,44,21,260	-	100.0000
Public- Institutional holders	E-voting*	2,93,23,776	2,74,93,813	93.7595	2,04,89,056	70,04,757	74.5224	25.4776
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		2,93,23,776	2,74,93,813	93.7595	2,04,89,056	70,04,757	74.5224
Public- Others	E-voting*	71,94,861	2,02,927	2.8204	2,02,712	215	99.8941	0.1059
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		71,94,861	2,02,927	2.8204	2,02,712	215	99.8941
Grand Total		6,09,39,897	5,21,18,000	85.5236	4,51,13,028	70,04,972	86.5594	13.4406

* 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 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	E-voting*	2,44,21,260	2,44,21,260	100.0000	2,44,21,260	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,44,21,260	2,44,21,260	100.0000	2,44,21,260	-	100.0000	-
Public- Institutional holders	E-voting*	2,93,23,776	2,74,93,813	93.7595	1,93,90,069	81,03,744	70.5252	29.4748
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	2,93,23,776	2,74,93,813	93.7595	1,93,90,069	81,03,744	70.5252	29.4748
Public- Others	E-voting*	71,94,861	2,02,827	2.8191	2,02,267	560	99.7239	0.2761
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	71,94,861	2,02,827	2.8191	2,02,267	560	99.7239	0.2761
Grand Total		6,09,39,897	5,21,17,900	85.5234	4,40,13,596	81,04,304	84.4501	15.5499

* E-voting includes remote e-voting if any

