

July 22, 2024

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 Symbol – COFORGE

Dear Sir/Ma'am,

Subject: Intimation pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended

Further to our intimation dated June 06, 2024, regarding the receipt of request from Hulst B.V., Promoter of the Company seeking reclassification from Promoter category to Public category, we hereby inform that the said request for re-classification was placed before the Board of Directors of the Company at its meeting held today i.e. July 22, 2024.

The Board has, inter-alia, considered, analyzed and approved the request for re-classification made by the Promoter the Company (“Outgoing Promoter”) as detailed below, subject to permission of the Stock Exchanges in terms of Regulation 31A of SEBI Listing Regulations:

S. No.	Name	Category	No. of paid-up equity shares held	Percentage of shareholding
1.	Hulst B. V.	Promoter	0	0%

Further, in compliance with Regulation 31A(8)(b) of the SEBI Listing Regulations, we enclose herewith the certified extract of the minutes of the Board meeting held today, i.e. July 22, 2024, as Annexure – I in this connection.

We request you to kindly take the above information on record.

Thanking you.

Yours faithfully,

For Coforge Limited

Barkha Sharma
Company Secretary
ACS No. 24060

Encl.: As above

ANNEXURE-I

EXTRACTS OF MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF COFORGE LIMITED HELD ON MONDAY, JULY 22, 2024, AT 10:36 PM (IST) VIA VIDEO CONFERENCING AT MEETING ROOM, SEZ, PLOT NO. TZ-2 & 2A, SECTOR - TECH ZONE, GREATER NOIDA – UP 201308 AND CONCLUDED AT 11:15 P.M. (IST)

RESOLUTION NO. 08

CONSIDER AND APPROVE RE-CLASSIFICATION OF THE PROMOTERS OF THE COMPANY

The Board was apprised that pursuant to provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“SEBI Listing Regulations”), the Company has received requests from Hulst B.V., the Promoters of the Company for re-classification as Public. The copy of the letter received from Hulst B.V. was placed before the Board.

The Board was further apprised that under the said Regulations, there is a mandatory requirement that the Board of the Company is required to analyze the request for re-classification as received from the Promoter and place the same before the shareholders in a general meeting for approval by means of an Ordinary Resolution. Provided that the approval of the shareholders is not required in case the promoter seeking re-classification and persons related to the promoter seeking re-classification, together, do not hold more than one percent of the total voting rights in the listed entity. As Hulst B.V. does not hold any equity share in the Company, the approval of shareholders for re-classification is not required.

Besides above, Regulation 31A(3)(b) of the said Regulations also prescribes the following conditions to be fulfilled by the Promoters/Promoter Group of the Company for granting such approval:

The Promoters/Promoter Group of the Company seeking re-classification shall not:

- (i) together, hold more than ten percent of the total voting rights in the listed entity;
- (ii) exercise control over the affairs of the listed entity directly or indirectly;
- (iii) have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- (iv) be represented on the Board of Directors (including not having a nominee director) of the listed entity;
- (v) act as a key managerial personnel in the listed entity;
- (vi) be a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines;
- (vii) be a fugitive economic offender.

The Board took note of the above in the request letters as submitted.

Further, pursuant to Regulation 31A(3)(c) of the said Regulations, the Company shall:

- (i) be compliant with the requirement for minimum public shareholding as required under regulation 38 of these regulations;
- (ii) not have trading in its shares suspended by the stock exchanges;
- (iii) not have any outstanding dues to the Board, the stock exchanges or the depositories.

In this regard, the Board noted that the Company is in compliance to the conditions stated above.

The Board passed the following resolution in this regard:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) and all other applicable provisions, if any, and subject

to the approval of National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”), the consent of the Board be and is hereby accorded that Hulst B.V., the existing Promoters, holding Nil Equity Shares aggregating to 0.00% of the paid up capital of the Company, be re-classified as Public on the basis of their request for re-classification.

RESOLVED FURTHER THAT the Company be complied with conditions as stipulated under the said Regulations.

RESOLVED FURTHER THAT the Company Secretary or any Director of the Company, be and are hereby authorized to undertake all actions and deeds, as are required for the aforesaid change as contemplated in this resolution and to ensure compliance with the provisions of the Companies Act, 2013, SEBI Listing Regulations or of any other statute, legislation or enactment or any rule or regulation and to sign such deeds, documents, forms, declarations or other papers that may be required to give effect to this resolution and make necessary applications to all the regulatory authorities to obtain such approval.

RESOLVED FURTHER THAT the Company Secretary or any Director of the Company, be and are hereby severally authorized to make any filings, disclosures and submissions as may be required under applicable laws, including any foreign exchange regulations, to give effect to the aforesaid resolutions and to ensure compliance with the relevant provisions of applicable statute, legislation or enactment or any rule or regulation and to sign such deeds, documents, forms, declarations or other papers that may be required.”

For Coforge Limited

Barkha Sharma
Company Secretary
ACS No. 24060

Date: July 22, 2024

Place: Noida