

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given to the members of Coforge Limited (“**the Company**”) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 (“**Rules**”) and Regulation 44 and all other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) read with the circulars issued by the Securities and Exchange Board of India (“**SEBI**”) from time to time (“**SEBI Circular**”) and General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and the latest one being General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), for seeking the approval of the members of the Company to the proposed resolutions appended below by way of Postal Ballot (including electronic voting for Postal Ballot) (“**Postal Ballot**”) only by voting through electronic means (“**e-voting**”).

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories as on May 22, 2026, (“**Cut-off date**”). If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the members would only take place through the remote e-voting system. In case of any queries, shareholder may write to investors@coforge.com

The Board of Directors (“**Board**”) of the Company on March 27, 2026 and April 23, 2026, had approved the resolutions proposed under this Postal Ballot subject to the approval of the Members of the Company as required in terms of applicable provisions of the Act and Listing Regulations and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 the Board of Directors of the Company have appointed Mr. Nityanand Singh, Company Secretary (Membership No.FCS-2668 COP 2388) of M/s Nityanand Singh & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in this notice (“**Notice/Postal Ballot Notice**”). The remote e-voting period commences from 09.00 A.M. (IST) on May 30, 2026, and ends at 05.00 P.M. (IST) on June 28, 2026.

The scrutinizer will submit his report to the Chairman and/or to the Company Secretary duly authorized by him, after completion of the scrutiny of the votes received through e-voting in a fair and transparent manner. The results of the postal ballot shall be declared by the Chairman or the Company Secretary duly authorised on or before June 30, 2026, for submission with BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the Company’s website: www.coforge.com and Service Provider’s website: <https://evoting.nsdl.com>. The results will also be displayed on the notice board at the Registered Office of the Company.

RESOLUTION NO. 1

APPROVAL FOR THE APPOINTMENT OF MR. VIVEK SHARMA (DIN: 10741746) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act and Regulation 17, Regulation 16(1)(b) and Regulation 25 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), Mr. Vivek Sharma (DIN: 10741746), who was appointed as an Additional Director of the Company with effect from April 01, 2026, pursuant

to Section 161 of the Act and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from April 01, 2026 to March 31, 2031 (both days inclusive), not subject to retirement by rotation, on such terms and conditions as mentioned in the appointment letter, as agreed by the Nomination and Remuneration Committee and the Board.

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.

RESOLUTION NO. 2

APPROVAL FOR APPOINTMENT OF MS. SHWETA JALAN (DIN: 00291675) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

To consider and if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 152 and 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of nomination and remuneration committee and board of directors of the Company and other applicable laws and in compliance with the memorandum of association and articles of association of the Company, the share subscription and purchase agreement dated December 26, 2025 (“SSPA”), the first amendment agreement dated January 28, 2026 to the SSPA and the second amendment agreement dated April 23, 2026 to the SSPA, the consent of the shareholders be and is hereby accorded for regularization of the appointment of Ms. Shweta Jalan (DIN: 00291675), who was nominated by Encora Holdco Limited and AI Altius Parent (Cayman) Limited (“Advent”), from additional director to non-executive non-independent director of the Company.

RESOLVED FURTHER THAT the Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby, jointly and severally, authorised to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in their sole discretion in connection with the foregoing and/or to give full effect to these resolutions and for matters connected therewith or ancillary or incidental thereto including making all the necessary applications, forms and filings for the regularizing the appointment of Ms. Shweta Jalan (DIN: 00291675) as a non-executive non-independent director of the Company as nominated by the Advent, verifying, signing and filing the prescribed Form DIR-12 with the relevant Registrar of Companies in this regard and payment of statutory fees thereof, necessary disclosures to the stock exchanges and to make necessary changes in the register of directors and key managerial personnel and other statutory registers of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolution and placement document and forward the same to the stock exchanges and/or other concerned authorities for their record and necessary action.”

RESOLUTION NO. 3

APPROVAL FOR APPOINTMENT OF MR. ATIN JAIN (DIN: 08948630) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

To consider and if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 152 and 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of nomination and remuneration committee and board of directors of the Company and other applicable laws and in compliance with the memorandum of association and articles of association of the Company, the share subscription and purchase agreement dated December 26, 2025 (“SSPA”), the first amendment agreement dated January 28, 2026 to the SSPA and the second agreement dated April 23, 2026 to the SSPA, the consent of the shareholders be and is hereby accorded for regularization of the appointment of Mr. Atin Jain (DIN: 08948630), who was nominated by Encora Holdco Limited and AI Altius Parent (Cayman) Limited (“Advent”), from additional director to non-executive non-independent director of the Company.

RESOLVED FURTHER THAT the Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company be and are hereby, jointly and severally, authorised to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in their sole discretion in connection with the foregoing and/or to give full effect to these resolutions and for matters connected therewith or ancillary or incidental thereto including making all the necessary applications, forms and filings for the regularizing the appointment of Mr. Atin Jain (DIN: 08948630) as non-executive non-independent director of the Company as nominated by the Advent, verifying, signing and filing the prescribed Form DIR-12 with the relevant Registrar of Companies in this regard and payment of statutory fees thereof, necessary disclosures to the stock exchanges and to make necessary changes in the register of directors and key managerial personnel and other statutory registers of the Company.

COFORGE LIMITED

Plot No. 13, Udyog Vihar, Phase-IV, Sector-18, Palam Road, Gurugram - 122015, Haryana, India

Email: investors@coforge.com | Telephone: 0124-4627837

Website: <https://www.coforge.com> | CIN: L72100HR1992PLC128382



RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to certify the true copy of the aforesaid resolution and placement document and forward the same to the stock exchanges and/or other concerned authorities for their record and necessary action.”

Place: Noida
Date: April 23, 2026

By the Order of the Board
For Coforge Limited
Sd/-
Barkha Sharma
Company Secretary
ACS : 24060

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 & 110 of the Companies Act, 2013 ("Act") read with rules made thereunder stating material facts, other relevant facts and reasons for the proposed resolutions is annexed hereto.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the depositories as on May 22, 2026, ('Cut-off date'). Shareholders may note that this notice is also available on the website of the Company (www.coforge.com), 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 Notice is also available on the website of NSDL (agency for providing the remote e-voting facility) i.e. www.evoting.nsdl.com.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is 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), MUFG Intime India Private Limited at investor.helpdesk@in.mpms.mufg.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 Postal Ballot Notice 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. The documents referred to in the Explanatory Statements are available for inspection during business hours on all days except Saturdays, Sundays and Public holidays during the postal ballot process.
5. 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 DP in case the shares are held by them in electronic form and to RTA MUFG Intime India Private 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 read with SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 and other relevant circulars issued from time to time.
6. 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.
7. 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.
8. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025 and other relevant circulars issued from time to time, 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.
9. 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_IAD3/P/CIR/2023/191 dated December 20, 2023 and master circular SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 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
10. Pursuant to the first proviso to 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.

11. The Company has engaged the services of National Securities Depository Limited (‘NSDL’) to provide remote e-voting facility to its Members.
12. The voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on the Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
13. In case of any queries or grievances relating to electronic voting, members may refer to Frequently Asked Questions (FAQs) for Members and e-voting user manual available at the download section of <https://www.evoting.nsdl.com> or contact NSDL helpdesk at 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President, NSDL or Ms. Pallavi Mhatre, Assistant Vice President, NSDL at evoting@nsdl.com or National Securities Depository Limited, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051. Members may also write to Company Secretary at investors@coforge.com or registered office address of the Company.
14. The instructions for Shareholders for e-voting are as under:

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

1) Login method for e-Voting 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"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. 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. 3. 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 4. 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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. 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. 3. 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. 4. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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. 1800-21-09911

B) Login Method 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?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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.
4. 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 to 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 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 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.

EXPLANATORY STATEMENT:

As required by Sections 102(1) and 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the following Explanatory Statement sets out material facts relating to the businesses specified in this Notice.

ITEM NO. 1

APPROVAL FOR THE APPOINTMENT OF MR. VIVEK SHARMA (DIN: 10741746) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

On the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors ("Board"), vide its resolution dated March 27, 2026, appointed Mr. Vivek Sharma (DIN: 10741746) as an Additional Director with effect from April 01, 2026 and as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from April 01, 2026 upto March 31, 2031 (both days inclusive), subject to the approval of shareholders. In terms of Section 160 of the Companies Act, 2013 ("Act"), the Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company.

Mr. Vivek Sharma is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company along with other requisite disclosures under applicable provisions. Mr. Sharma is not related to any of the existing Directors of the Company and does not hold any shares in the Company.

In the opinion of the Board and basis the declarations received from Mr. Vivek Sharma, he fulfils the conditions specified in the Act and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for his appointment as an Independent Director of the Company and is independent of the management.

The NRC and the Board are of the view that Mr. Vivek Sharma 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. Sharma as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Vivek Sharma as an Independent Director, for the approval by the shareholders of the Company.

The letter of appointment issued to Mr. Vivek Sharma setting out all the terms and conditions of appointment as an Independent Director shall be open for inspection as per the details provided in this Notice. 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.

In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto, the appointment of Independent Directors requires approval of the Members. Further, as per Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director shall be subject to the approval of Members by way of a special resolution. Accordingly, the appointment of Mr. Vivek Sharma as an Independent Director requires approval of the Members by passing a special resolution.

Except Mr. Vivek Sharma, being the appointee, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 1.

Accordingly, the approval of the Members is sought for the appointment of Mr. Vivek Sharma as an Independent Director, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, from April 01, 2026, to March 31, 2031 (both days inclusive).

ITEM NO. 2

APPROVAL FOR APPOINTMENT OF MS. SHWETA JALAN (DIN: 00291675) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY

On the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors ("Board"), vide its resolution dated April 23, 2026, and in accordance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws and in compliance with the memorandum of association and articles of association of the Company, the share subscription and purchase agreement dated December 26, 2025 ("SSPA"), the first amendment agreement dated January 28, 2026 to the SSPA and the second amendment agreement dated April 23, 2026 to the SSPA, appointed Ms. Shweta Jalan (DIN: 00291675), who was nominated by Encora Holdco Limited and AI Altius Parent (Cayman) Limited ("Advent"), as an Additional Director with effect from April 23, 2026 and as a Non-Executive Non-Independent Director of the Company, whose term shall be liable to retire by rotation subject to the approval of shareholders. In terms of Section 160 of the Companies Act, 2013 ("Act"), the Company has received a notice in writing from a member, proposing her candidature for the office of Director of the Company.

Ms. Shweta Jalan is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her written consent to act as a Director of the Company along with other requisite disclosures under applicable provisions. Ms. Shweta Jalan is not related to any of the existing Directors of the Company and does not hold any shares in the Company.

In the opinion of the Board and basis the declarations received from Ms. Shweta Jalan, she fulfils the conditions specified in the Act and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for her appointment as a Non-Executive Non-Independent Director of the Company.

The NRC and the Board are of the view that Ms. Shweta Jalan 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 Ms. Shweta Jalan as a Non-Executive Non-Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Ms. Shweta Jalan as Non-Executive Non-Independent Director, for the approval by the shareholders of the Company.

In accordance with the provisions of Section 149 of the Act, the appointment of Non-Executive Non-Independent Directors requires approval of the Members. Further, as per Regulation 17 of the Listing Regulations, appointment of Non-Executive Non-Independent Director shall be subject to the approval of Members by way of an Ordinary resolution. Accordingly, the appointment of Ms. Shweta Jalan as Non-Executive Non-Independent Director requires approval of the Members by passing an Ordinary resolution.

Except Ms. Shweta Jalan, being the appointee, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 2.

Accordingly, the approval of the Members is sought for the appointment of Ms. Shweta Jalan as Non-Executive Non-Independent Director, liable to retire by rotation, to hold office with effect from April 23, 2026.

ITEM NO. 3**APPROVAL FOR APPOINTMENT OF MR. ATIN JAIN (DIN: 08948630) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY**

On the recommendation of the Nomination & Remuneration Committee ("NRC"), the Board of Directors ("Board"), vide its resolution dated April 23, 2026, and in accordance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws and in compliance with the memorandum of association and articles of association of the Company, the share subscription and purchase agreement dated December 26, 2025 ("SSPA"), the first amendment agreement dated January 28, 2026 to the SSPA and the second amendment agreement dated April 23, 2026 to the SSPA, appointed Mr. Atin Jain (DIN: 08948630), who was nominated by Encora Holdco Limited and AI Altius Parent (Cayman) Limited ("Advent"), as an Additional Director with effect from April 23, 2026 and as a Non-Executive Non-Independent Director of the Company, whose term shall be liable to retire by rotation subject to the approval of shareholders. In terms of Section 160 of the Companies Act, 2013 ("Act"), the Company has received a notice in writing from a member, proposing his candidature for the office of Director of the Company.

Mr. Atin Jain is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his written consent to act as a Director of the Company along with other requisite disclosures under applicable provisions. Mr. Atin Jain is not related to any of the existing Directors of the Company and does not hold any shares in the Company.

In the opinion of the Board and basis the declarations received from Mr. Atin Jain, he fulfils the conditions specified in the Act and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for his appointment as a Non-Executive Non-Independent Director of the Company.

The NRC and the Board are of the view that Mr. Atin Jain 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. Atin Jain as a Non-Executive Non-Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Atin Jain as Non-Executive Non-Independent Director, for the approval by the shareholders of the Company.

In accordance with the provisions of Section 149 of the Act, the appointment of Non-Executive Non-Independent Directors requires approval of the Members. Further, as per Regulation 17 of the Listing Regulations, appointment of Non-Executive Non-Independent Director shall be subject to the approval of Members by way of an Ordinary Resolution. Accordingly, the appointment of Mr. Atin Jain as Non-Executive Non-Independent Director requires approval of the Members by passing an Ordinary Resolution.

Except Mr. Atin Jain, being the appointee, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out at item No. 3.

Accordingly, the approval of the Members is sought for the appointment of Mr. Atin Jain as Non-Executive Non-Independent Director, liable to retire by rotation, to hold office with effect from April 23, 2026.

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

**Sd/-
Barkha Sharma
Company Secretary
ACS : 24060**

**Place: Noida
Date: April 23, 2026**

COFORGE LIMITED

Plot No. 13, Udyog Vihar, Phase-IV, Sector-18, Palam Road, Gurugram - 122015, Haryana, India

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Website: https://www.coforge.com | CIN: L72100HR1992PLC128382



(ANNEXURE TO NOTICE DATED APRIL 23, 2026) DETAILS OF DIRECTORS SEEKING APPOINTMENT)

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings.

Name of Director.	Vivek Sharma	Shweta Jalan	Atin Jain
DIN	10741746	00291675	08948630
Age.	51	50	37
Qualification.	Vivek graduated from the Indian Institute of Technology, New Delhi, and holds an MBA from INSEAD, France.	Shweta graduated from St. Xavier's College, B.Sc. (Hons.) Economics and National Institute of Management, Kolkata	Atin holds MBA degree from IIM Ahmedabad, M.Sc. from University of Bocconi, Italy and Engineering in Electronics and Telecom
Experience / Brief Profile.	<p>Vivek Sharma helps boards and executive teams drive growth through AI, data science, and digital transformation.</p> <p>Vivek serves on the boards of Kaiser Permanente and JetBlue Airways (NASDAQ: JBLU). He is an adjunct professor of data science at the University of Southern California and a member of Caltech's Innovation Science & Technology (IST) advisory council. Vivek is also an AI advisor to Private Equity and various AI-startup Founders. An accomplished author, he has written two books—C-SPARK and WIREFRAMED— along with multiple articles for Harvard Business Review and the National Association of Corporate Directors, including "It's Time for Boards to Take AI Seriously," "Which Skills Will Survive the AI Onslaught?," "6 Ways AI Could Disrupt Your Business," and "Shift Your Focus to Strategic AI Risks." Vivek is an active member of WSJ Board of Directors Council, World50 Board Excellence group and the Los Angeles World Affairs Council (LAWAC).</p> <p>Previously, as CEO and co-founder of InStride, a Los Angeles-based EdTech company launched in 2018, Vivek scaled it into a 200-person profitable company. Under his four years of leadership, InStride partnered with 41 major corporations, saved employees \$630 million in potential student debt, and earned a spot on Fortune's "Global Impact 20" list. Before InStride, Vivek spent six years at The Walt Disney Company as Senior Vice President of Digital Guest Experience & E-commerce, overseeing a \$10 billion online business and serving 150 million guests annually across Disney's global theme parks, resorts, cruises, restaurants, and retail operations.</p>	<p>Shweta Jalan is Managing Partner at Advent, bringing over 25 years of private equity experience. She joined Advent in 2009 and has since helped to build the firm's India and broader Asia Pacific business, having advised on 20 investments during her career, 14 while at Advent, across sectors including in business & financial services, healthcare, consumer, and technology.</p> <p>Prior to joining Advent, Shweta spent nine years at ICICI Venture - then India's largest private equity firm - and began her career in the corporate finance division of Ernst & Young. Her notable investments include Apollo 24/7, Bharat Serums and Vaccines (BSV), Cohance (formerly Suven), Manjushree Technopack Limited, Crompton Greaves, Yes Bank, Svatantira and Tredence, among others.</p> <p>Shweta is a member of FICCI Private Equity Committee and CII Private equity Committee, and has been widely recognised for her leadership, including being named one of the '50 Most Powerful Women in Business' by Fortune India, 'Investment Professional of the Year' by VC Circle, and featuring in Business Today's 'Most Powerful Women in Indian Business' list.</p>	<p>Atin is a Director at Advent Private Equity with fifteen years of experience. He has been part of the Advent team since 2019. He covers Technology investments across US and India, and Healthcare investments in India; driving 20+ investments and M&As in his career.</p> <p>He joined Advent in 2019 from Bain Capital, where he spent over three years working in Technology and Healthcare investments. Before that, he worked at Bain & Company (Consulting) and Accenture (Technology).</p>

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	Earlier in his career, Vivek held leadership roles at Yahoo for four years—serving as General Manager of Yahoo Mail & Messenger and Vice President of Yahoo Search—and spent eight years as an Associate Partner at McKinsey & Company.		
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mr. Sharma fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for his appointment as an Independent Director of the Company, is independent of the management and possesses appropriate skills, experience and knowledge as mentioned in his profile above and as recommended by NRC and Board.	Ms. Shweta Jalan fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of the Listing Regulations for her appointment as Non-Executive Non-Independent Director of the Company and possesses appropriate skills, experience and knowledge as mentioned in her profile above and as recommended by NRC and Board.	Mr. Atin Jain fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of the Listing Regulations for his appointment as Non-Executive Non-Independent Director of the Company and possesses appropriate skills, experience and knowledge as mentioned in his profile above and as recommended by NRC and Board.
Nature of expertise in specific functional areas.	AI, data science, and digital transformation.	Shweta has experience in sourcing and negotiating transactions, and advising on the management and successful exiting of investments through both sale to strategic buyers and listing of companies.	Atin has experience in investments and M&As activities.
Date of first appointment on the Board.	April 01, 2026	April 23, 2026	April 23, 2026
Number of Meetings of the Board attended during the year.	1	Nil	Nil
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc. (excluding foreign companies)	Director in Farmamondo India Private Limited	Director in Svatantra Microfin Private Limited, Modenik Lifestyle Private Limited and Cohance Life Sciences Limited	Director in Sapala Organics Private Limited
Memberships / chairmanships of Committees of the Boards of her companies. (excluding foreign companies)	Nil	Nil	Nil
Listed entities from which the person has resigned from the directorship in the past three years.	Hexaware Technologies Limited	Yes Bank Limited	Nil

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Number of shares held in the Company (including shareholding as a beneficial owner).	Nil	Nil	Nil
Terms and conditions including details of remuneration.	As per the terms and conditions mentioned in appointment letter.	As per the terms and conditions mentioned in appointment letter.	As per the terms and conditions mentioned in appointment letter.
Remuneration last drawn, if applicable	NA	NA	NA
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None