

January 27, 2026

**The Manager,
Department of Corporate Services
BSE Limited**
Floor 25, P.J. Towers,
Dalal Street, Mumbai – 400 001
BSE Scrip code – 532541
Equity ISIN INE591G01025

**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

**Sub: Intimation of voting results of Postal Ballot concluded on January 25, 2026, as per
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,
as amended (“SEBI Listing Regulations”)**

Dear Sir/Madam,

This is further to our intimation dated December 26, 2025, with respect to the postal ballot notice for seeking shareholders' approval for below matters:

1. Increase in Authorised Share Capital and consequent alteration to the capital clause of the Memorandum of Association;
2. Issuance of equity shares of the Company on a Preferential basis pursuant to a share swap arrangement;
3. Approval for grant of special rights and covenants pursuant to the SSPA and adoption of the amended and restated Articles of Association of the Company;
4. Enhancement of the existing Investment limits under Section 186 of the Companies Act, 2013;
5. To raise capital by way of a Qualified Institutional Placement or any permitted means to eligible investors through an issuance of equity shares and/or other eligible securities,

by way of a postal ballot and such other approvals, permissions and sanctions as may be necessary from time to time.

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, details of the voting results of the Postal Ballot concluded on Sunday, January 25, 2026, are enclosed in the prescribed format along with the Scrutinizer Report on remote e-voting postal ballot, as received by the Company.

While the detailed results along with Scrutinizer's report are provided as annexure to this, we would like to inform that, in compliance with the applicable Regulations of the SEBI Listing Regulations and other applicable laws, the shareholders have supported the transaction via Resolutions 1, 2, 4 & 5 with more than 95% shareholders voting in favour.

The approval for grant of special rights received majority 68.5% votes in favour. Since such item required 75% voting support, Resolution 3 has not passed. We are engaging with relevant stakeholders to evaluate the way forward in relation to this resolution. Additionally, we are proceeding in parallel with all other regulatory and closing-related requirements for Encora acquisition.

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

We request you to kindly take the above information on your records.

Thanking you,

For Coforge Limited

Barkha Sharma
Company Secretary & Compliance Officer

Encl.: As above

CC:

To,

Registered office Coforge Limited Plot No. 13, Udyog Vihar, Phase-IV, Sector-18, Palam Road, Gurugram - 122015, Haryana, India	The Vice President Central Depository Services (India) Limited. 25th Floor, Maratha Futurex NM Joshi Marg, Lower Parel (East), Mumbai – 400 013	Vice President National Securities Depository Limited Trade World – A Wing, Kamala Mills Compound Lower Parel, Mumbai - 400013
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Report of Scrutinizer

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

To,

The Chairman
COFORGE LIMITED
Plot No. 13, Udyog Vihar,
Phase-IV, Sector-18, Gurugram,
Haryana, India, 122015

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

Dear Sir,

I, Nityanand Singh proprietor of M/s. Nityanand Singh & Co., Company Secretaries, having office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, have been appointed by the Board of Directors of COFORGE LIMITED (the "Company") as the Scrutinizer for the purpose of monitoring the remote e-voting process, scrutinizing the votes cast and ascertaining the results thereof and submit to the Chairman, as per the provision of Section 110 and 108 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, also read with MCA General Circular Nos. 14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, and subsequent circulars issued in this regard, the latest one being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") 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 **December 26, 2025** in a fair and transparent manner.

- (i) In compliance with the MCA circulars, the Postal Ballot Notice was sent on **Friday, December 26, 2025** only through electronic mode to those members whose names appeared in the Register of members/ list of Beneficiary Owner received from the depositories and members whose e-mail addresses are registered with the Company/Depositories as on **Friday, December 19, 2025** ("Cut-off date"), to approve the following resolutions.



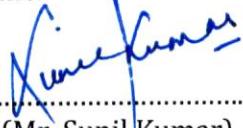
S. No.	Type of Resolution	Resolution Description
1.	Ordinary Resolution	Increase in authorised share capital and consequent alteration to the capital clause of the Memorandum of Association.
2.	Special Resolution	Issuance of equity shares of the Company on a preferential basis pursuant to a share Swap arrangement.
3.	Special Resolution	Approval for grant of special rights and Covenants pursuant to the SSPA and adoption of the amended and restated Articles of Association of the Company.
4.	Special Resolution	Enhancement of the existing investment limits under Section 186 of the Companies Act, 2013.
5.	Special Resolution	To raise capital by way of a Qualified Institutions Placement or any permitted means to eligible investors through an issuance of equity shares and/or other eligible securities.

- (ii) The members holding shares in physical or demat form as on the Cut-off date i.e., **Friday, December 19, 2025** were entitled to vote on the resolutions stated in Notice of the Postal Ballot.
- (iii) The members not having email ID registered with the Depository or the Company were given facility to get their email ID registered to receive the Notice electronically and participate in remote e-voting process.
- (iv) The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting the remote e-voting by the shareholders of the Company.
- (v) The remote e-voting period commenced on **Saturday, December 27, 2025 at 09:00 A.M. (IST)** and ended on **Sunday, January 25, 2026 at 05:00 P.M. (IST)**.
- (vi) The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules made thereunder and the MCA circulars relating to remote e-voting on the resolutions contained in the Postal Ballot Notice.
- (vii) My responsibility as a scrutinizer for the remote e-voting is restricted to making a scrutinizer's report of the votes cast in favour or against the resolutions.
- (viii) I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
- (ix) The remote e-voting system was un-block at around 05.09 P.M (IST) on Sunday, January 25, 2026 in the presence of two witnesses Mr. Ram Niwas R/o 16 A, Gali. No. 2 B-Block Qutub Vihar, New Delhi 110071 and Mr. Sunil Kumar R/o 6-A E-



Block, Qutub Vihar, New Delhi-110071 who are not in the employment of the Company. They have signed below in confirmation of the same.


.....
(Mr. Ram Niwas)


.....
(Mr. Sunil Kumar)

- (x) The particulars of votes cast, through remote e-voting have been entered in Register maintained separately for this purpose in electronic mode.

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

1. **Increase in authorised share capital and consequent alteration to the capital clause of the Memorandum of Association.**

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

S. No.	Particulars	No. of members who cast valid votes	Number of valid votes cast by them	% of votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	1,478	26,66,61,099	99.3216
2	Total number of votes cast against the Resolution	54	18,21,327	0.6784
	Total	1,532	26,84,82,426	100

Invalid votes - NA

Resolution no. 1 has been duly passed by the members with requisite majority as an Ordinary Resolution.

2. **Issuance of equity shares of the Company on a preferential basis pursuant to a share Swap arrangement.**

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	Number of valid votes cast by them	% of votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	1,383	25,65,60,699	95.5697
2	Total number of votes cast against the Resolution	151	1,18,93,458	4.4303
	Total	1,534	26,84,54,157	100



Invalid votes - NA

Resolution no. 2 has been duly passed by the members with requisite majority as a Special Resolution.

3. **Approval for grant of special rights and covenants pursuant to the SSPA and adoption of the amended and restated Articles of Association of the Company.**

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	Number of valid votes cast by them	% of votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	1,260	18,48,34,765	68.8442
2	Total number of votes cast against the Resolution	271	8,36,47,888	31.1558
	Total	1,531	26,84,82,653	100

Invalid votes - NA

Resolution no. 3 has not been passed by the members with requisite majority as a Special Resolution.

4. **Enhancement of the existing investment limits under 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	Number of valid votes cast by them	% of votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	1,398	25,74,30,928	95.9519
2	Total number of votes cast against the Resolution	125	1,08,60,677	4.0481
	Total	1,523	26,82,91,605	100

Invalid votes - NA

Resolution no. 4 has been duly passed by the members with requisite majority as a Special Resolution.



5. To raise capital by way of a Qualified Institutions Placement or any permitted means to eligible investors through an issuance of equity shares and/or other eligible securities.

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	Number of valid votes cast by them	% of votes cast to total valid votes cast
1	Total number of votes cast in favour of the Resolution	1,391	25,74,71,180	95.8988
2	Total number of votes cast against the Resolution	140	1,10,10,983	4.1012
	Total	1,531	26,84,82,163	100

Invalid votes - NA

Resolution no. 5 has been duly passed by the members with requisite majority as a Special Resolution.

The voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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: F002668G003524221

Counter signed by

Place: New Delhi
Date: 27-01-2026

Coforge Limited

Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of declaration of the results of Postal Ballot	27-01-2026
Total number of shareholders as on the Cut-Off date	2,26,079
No. of shareholders present in the meeting through video conferencing / other Audio Visual Means:	Not Applicable
Promoters and Promoter Group: Public:	

Resolution 1: Increase in authorised share capital and consequent alteration to the capital clause of the Memorandum of Association.

Resolution required : Ordinary Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Not Applicable

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	6=(4/2)*100	7=(5/2)*100
Promoter and Promoter Group		1	2	3=[2/1]*100	4	5				
Remote e-voting		-	-	-	-	-	-	-	-	-
Postal Ballot		-	-	-	-	-	-	-	-	-
Total		-	-	-	-	-	-	-	-	-
Public- Institutional holders		29,87,10,175	26,51,24,521	88.7564	26,33,05,836	18,18,685	99.3140	0.6860		
Public- Others		3,61,86,444	33,57,905	9.2795	33,55,263	2,642	99.9213	0.0787		
Total		3,61,86,444	33,57,905	9.2795	33,55,263	2,642	99.9213	0.0787		
Grand Total		33,48,96,619	26,84,82,426	80.1687	26,66,61,099	18,21,327	99.3216	0.6784		



Resolution 2: Issuance of equity shares of the Company on a preferential basis pursuant to a share Swap arrangement.

Resolution required : Special Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Not Applicable

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	No. of Votes in favour on votes polled	% of Votes against on votes polled	% of Votes 7=(5/2)*100
Promoter and Promoter Group	1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100		
	Remote e-voting	-	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
Public- Institutional holders	Total	-	-	-	-	-	-	-	-
	Remote e-voting	29,87,10,175	26,50,96,183	88.7470	25,32,06,435	1,18,89,748	95.5149	4.4851	
	Postal Ballot	-	-	-	-	-	-	-	-
Public- Others	Total	29,87,10,175	26,50,96,183	88.7470	25,32,06,435	1,18,89,748	95.5149	4.4851	
	Remote e-voting	3,61,86,444	33,57,974	9.2796	33,54,264	3,710	99.8895	0.1105	
	Postal Ballot	-	-	-	-	-	-	-	-
Grand Total		33,48,96,619	26,84,54,157	80.1603	25,65,60,699	1,18,93,458	95.5697	4.4303	



Resolution 3: Approval for grant of special rights and Covenants pursuant to the SS&A and adoption of the amended and restated Articles of Association of the Company.

Resolution required : Special Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Not Applicable

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
Promoter and Promoter Group	1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100	
	Remote e-voting	-	-	-	-	-	-	
	Postal Ballot	-	-	-	-	-	-	
Public- Institutional Holders	Total	-	-	-	-	-	-	
	Remote e-voting	29,87,10,175	26,51,24,521	88.7564	18,14,81,344	8,36,43,177	68,4514	31.5486
	Postal Ballot	-	-	-	-	-	-	
Public- Others	Total	29,87,10,175	26,51,24,521	88.7564	18,14,81,344	8,36,43,177	68,4514	31.5486
	Remote e-voting	3,61,86,444	33,58,132	9.2801	33,53,421	4,711	99,8597	0.1403
	Postal Ballot	-	-	-	-	-	-	
Grand Total		33,48,96,619	26,84,82,653	80.1688	18,48,34,765	8,36,47,888	68,8442	31.1558



Resolution 4: Enhancement of the existing investment limits under Section 186 of the Companies Act, 2013.

Resolution required : Special Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Not Applicable

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
Promoter and Promoter Group	1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100	
	Remote e-voting	-	-	-	-	-	-	
	Postal Ballot	-	-	-	-	-	-	
Public- Institutional holders	Total	-	-	-	-	-	-	
	Remote e-voting	26,49,33,633	88,6925	25,40,75,776	1,08,57,857	95,9017	4,0983	
	Postal Ballot	-	-	-	-	-	-	
Public- Others	Total	29,87,10,175	26,49,33,633	88,6925	25,40,75,776	1,08,57,857	95,9017	4,0983
	Remote e-voting	33,57,972	9,2796	33,55,152	2,820	99,9160	0,0840	
	Postal Ballot	-	-	-	-	-	-	
Grand Total		33,48,96,619	26,82,91,605	80,1118	25,74,30,928	1,08,60,677	95,9519	4,0481



Resolution 5: To raise capital by way of a qualified institutions placement or any permitted means to eligible investors through an issuance of equity shares and/or other eligible securities.

Resolution required : Special Resolution

Whether Promoter/ Promoter Group interested in the agenda/ resolution: Not Applicable

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	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Institutional holders	Remote e-voting	29,87,10,175	26,51,24,521	88.7564	25,41,16,797	1,10,07,724	95.8481	4.1519
	Postal Ballot	-	-	-	-	-	-	-
	Total	29,87,10,175	26,51,24,521	88.7564	25,41,16,797	1,10,07,724	95.8481	4.1519
Public- Others	Remote e-voting	3,61,86,444	33,57,642	9.2787	33,54,383	3,259	99.9029	0.0971
	Postal Ballot	-	-	-	-	-	-	-
	Total	3,61,86,444	33,57,642	9.2787	33,54,383	3,259	99.9029	0.0971
	Grand Total	33,48,96,619	26,84,82,163	80.1687	25,74,71,180	1,10,10,983	95.8988	4.1012

