

September 11, 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

Dear Sir/Madam,

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended ("SEBI Listing Regulations") – Outcome of the meeting, Resignation of Independent Director and Reconstitution of Committees

Pursuant to Regulation 30 and other applicable provisions of the SEBI Listing Regulations, it is hereby informed that the members of the Board of the Company have noted the resignation of Non-Executive Independent Director and Chairperson of the NRC, Mr. DK Singh (DIN: 10485073) with immediate effect.

Accordingly, he also ceases to be member of the Committees of the Company with immediate effect. There is no other material reason for his resignation other than the reason stated in his resignation email dated September 10, 2026. He is not a director on the board of any other listed entity and accordingly does not hold membership of any board committee of a listed entity.

As interim Chair till January 31, 2027, Mr. Vivek Sharma will lead a global search for adding additional independent directors to the board. He will also oversee the process of electing the new Chair, which will consider both existing and newly appointed directors. Mr. Sharma's global governance experience with listed companies is expected to assist the Board in this process.

Further, the Board has reconstituted Nomination and Remuneration Committee (NRC) and Stakeholders' Relationship Committee (SRC) and has designated Ms. Beth Boucher, Non-Executive Independent Director, as the Chairperson of the NRC. The detailed constitution is provided on the website of the Company.

The additional details are enclosed as Annexure A. The email of his resignation as received by the members of the Board is enclosed as Annexure B to this letter.

The Board Meeting commenced at 05:45 PM IST and concluded at 05:51 PM IST on September 11, 2026.

This is for the information of the Exchanges and the members.

Thanking You,
Yours Faithfully,

For Coforge Limited

**Barkha Sharma
Company Secretary & Compliance Officer**

Encl.: As above

Annexure A

The Company wishes to reiterate the following information, along with the attached letter of resignation from Mr DK Singh, as an Independent Director and NRC Chair, from the Board.

1. As part of the Internal Audit plan for the current financial year ending on 31st March, 2027, the Company's internal auditor reviewed the process followed in relation to the Board Evaluation Exercise in July-September 2026 quarter. The internal auditor reviewed the video recordings of the relevant NRC and Board meetings, the Board Evaluation Reports which was sourced on their behalf from the survey agency and the Minutes of the relevant Board and NRC Meetings to arrive at their observations.
2. The internal auditor made the observations that the relevant Reports were available to the NRC Chair and the Chairman of the Board alone but, departing from past practice, were not made available to other members of the Board, including the independent directors. They observed that the manner in which the evaluation findings were presented (without sharing copies of the report), by the Chairman of the Board and the NRC Chair, did not cover all relevant aspects and findings. In particular, while the Chairman's performance category received the lowest rating in the Reports, this finding was not disclosed or discussed before the NRC or the Board by the NRC Chair and the Chairman of the Board.
3. Given that the Reports were available with the Chairman of the Board and the NRC Chair, basis these observations, the Members of the Board including the Independent Directors, sought explanations from (only) two directors- the Chairman of the Board and the NRC Chair.
4. With regard to the contents of Mr. D K Singh's letter, the Board wishes to state the following:
 - a. At the outset, the Board including the independent Directors are surprised with the allegation that there were differences and tension between the Independent Directors and the Executive Directors. The allegation is unfounded and more pertinently appears as an afterthought.
 - b. Since 2024, while transitioning from being a private-equity Board to a Board with no promoter, the Board has worked in close cooperation, with all business strategy and governance decisions being approved unanimously. The minutes of all Board meetings reflect such cohesion and unanimity amongst the Board members. During this period the firm has registered very significant growth despite headwinds that the industry has faced and has created significant shareholder value. The Board, including all the independent directors, have worked constructively to enable the Company to take key decisions expeditiously.
 - c. Consequently, during the tenure of the Board, the Company achieved significant milestones including the divestment of the AdvantageGo business, the exit from the data centre business, the acquisition of Encora, the execution of the Sabre contract and the decision to exit the loss-making India Government business.
 - d. It is reiterated that with the recent addition of board members coming in, there has not been any change in direction and priorities in terms of strategy and the Board will continue to act in the best interest of all stakeholders with integrity and transparency.
 - e. It is relevant to note that, prior to the internal audit observations being raised, Mr DK Singh had accepted a five-year second term with the board starting in February 2026 after completion of his first term of two years. Similarly, Mr. OP Bhatt had also agreed to accept a five year second term in July 2026 with the Board, after completion of his first term of three years.
 - f. Further, the Board Evaluation Report recorded the highest possible score of 5 out of 5 for the performance of the Executive Director (CEO), with the rating being given by four Independent Directors and one Executive Director. These facts demonstrate that there has been a high degree of alignment and confidence between the Independent Directors and Executive Directors.
5. The Board considers it important to clarify that the NRC Chair's resignation followed the concerns identified in the internal audit review and the subsequent process undertaken by the Board to seek and consider his explanation in relation to those concerns from both the Chairman of the Board and the NRC Chair. As stated, an explanation has been sought only from the Chairman of the Board and NRC Chair. The internal audit / governance review, and the observations referred to above should be viewed in that context. It is apparent that the NRC Chair has resigned as a consequence of these events.

Annexure B

Email received from Mr. D K Singh on September 10, 2026:

Dear Board Members,

After careful consideration, I have decided to resign from the Board of Directors of Coforge Ltd. , effective immediately.

This has not been an easy decision by any means. However, following the unfortunate events of the past several weeks and resignation of the Chairman - Mr. OP Bhatt early this week, I believe this is the appropriate decision for me at this time.

When I joined the Board in 2024, it was transitioning from a private equity-led Board to a more independent Board. While I believe that transition was moving in the right direction, it also created some differences and tension, particularly between the Independent and Executive Directors. With the addition of new Board members, there may again be changes in direction and priorities in areas such as strategy, transparency, and compensation et al.

Throughout my tenure, I have always believed that an independent director has a responsibility to ask thoughtful questions, provide independent judgment, and make decisions based on what is in the best long-term interests of the company and its shareholders.

While I welcome constructive debate and different viewpoints, I believe the current circumstances may make it increasingly difficult for me to effectively fulfill my responsibilities as an independent director and, most importantly, to exercise the independent judgment I believe is necessary to act in the best interests of the company and all of its shareholders.

The matters referred to above are the material reasons for my resignation, and I confirm that there are no other material reasons for my resignation.

I am grateful for the opportunity to have served on the Board and for the experiences and relationships developed during my tenure. I sincerely hope that the Board can move forward constructively and continue to create long-term value for the company and all of its shareholders.

I wish the company, the Board, management, and all shareholders continued success.

Sincerely,

DK Singh