

May 17, 2022

To,

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

**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]

Dear Sir/Madam,

**Ref: SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2022**

Dear Sir/Madam,

With reference to above captioned subject, we would like to submit herewith Annual Secretarial Compliance Report of the Company for financial year ended March 31, 2022, issued by Ranjeet Pandey & Associates., Practicing Company Secretaries.

This is for your information and records.

Thanking you,

Yours faithfully,

**For Coforge Limited**  
(Erstwhile NIIT Technologies Limited)



**Barkha Sharma**  
Company Secretary

Encl: as above

### Secretarial Compliance Report of Coforge Limited (Previously known as NIIT Technologies Limited) (for the year ended on 31<sup>st</sup> day of March, 2022)

We, Ranjeet Pandey & Associates, a firm of practicing Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by **Coforge Limited** ("**the listed entity**"),
- b) the filings/ submissions made by the listed entity to the BSE Limited and National Stock Exchange of India Limited (hereinafter to be referred as "**Stock Exchanges**")
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> day of March, 2022 ("**Review Period**") in respect of compliance with the provisions of:

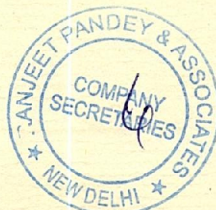
- a) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:



- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.

| S. No. | Compliance Requirement (Regulations/Circulars/ Guidelines including specific clause) | Deviation | Observations/Remarks of the Company Secretary |
|--------|--|-----------|---|
|        |  |           | NONE*   |

\* The Company has identified certain cases as violations of the Insider Trading Code of the Company during the period under review. As per the Company's Code of Conduct to regulate and monitor Insider Trading in the Company, above Identified cases were reported to the Audit Committee as well as Stock Exchange, where securities of the Company are listed, and appropriate action was taken including but not limited to issuance of warning letter and imposing fine on the designated person.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The listed entity has complied with the provisions of Clause 6(A) and 6(B) of the circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by Securities and Exchange Board of India.
- d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action Taken By | Details of Violation | Details of action taken e.g. fines, warning letter, debarment etc. | Observations/ remarks of the Practicing Company Secretary, if any |
|---------|-----------------|----------------------|--|---|
| N.A.    | N.A.            | NIL                  | NIL  | None  |

- e) The listed entity has taken the following actions to comply with the observations made in previous reports: **NONE**

Place: New Delhi  
Date: 12.05.2022



FOR RANJEET PANDEY & ASSOCIATES  
COMPANY SECRETARIES

*Ranjeet Pandey*  
CS RANJEET PANDEY

FCS- 5922, CP No.- 6087  
UDIN F005922D000309412