

COFORGE LIMITED

**CODE OF CONDUCT
TO
REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS
(Version 1.4)**

COFORGE LIMITED

CODE OF CONDUCT

TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

The Company had initially introduced and implemented the Coforge Code of Conduct for Prevention of Insider Trading in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992. Thereafter, the Company introduced the NIIT TECHNOLOGIES Code of Conduct to Regulate, Monitor and Report Trading by Insiders to align itself to the SEBI (Prohibition of Insider Trading) Regulations, 2015 on January 15, 2015, which came into effect from May 15, 2015. Further to the SEBI (Prohibition of Insider Trading) Regulations, 2018 vide SEBI notification dated December 31, 2018, the Code has been amended to regulate, monitor and report trading by Designated Persons in March 2019.

The Company has now adopted this revised and amended Coforge Code of Conduct to regulate, monitor and report Trading by Designated Persons.

In terms of this Coforge Code of Conduct, every Insider of the Company has a duty to safeguard the confidentiality of all of ‘Unpublished Price Sensitive Information’ obtained in the course of his/her duty. No Insider may use his/her position or knowledge of Company to gain personal benefit or to provide benefit to any third party.

CHAPTER- I

1. DEFINITIONS

- 1.1. “Act” means the Securities and Exchange Board of India Act, 1992.
- 1.2. “Board” means the Board of Directors of the Company.
- 1.3. “CIRO” shall mean Chief Investor Relation Officer as may be appointed by the Board.
- 1.4. “Code” or “Code of Conduct” or “Coforge Code of Conduct” shall mean the Coforge Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the Company as amended from time to time.
- 1.5. “Company” means Coforge Limited (earlier known as NIIT TECHNOLOGIES Limited)
- 1.6. “Compliance Officer” means company secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the

implementation of the codes specified in these regulations under the overall supervision of the Board of the Company.

1.7. “Connected Person” means:

- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established.
 - a. an immediate relative of connected persons specified in clause (i); or
 - b. a holding company or associate company or subsidiary company; or
 - c. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a stock exchange or of clearing house or corporation; or
 - f. a member of board of trustees of a mutual fund or a member of the Board of the asset management company of a mutual fund or is an employee thereof; or
 - g. a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h. an official or an employee of a self-regulatory organization recognised or authorized by the SEBI; or
 - i. a banker of the Company; or
 - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

1.8. “Designated Person (s)” shall include :

- a. Directors of the Company, all Key Managerial Persons of the Company, Compliance Officer, CISO of the Company and such senior managerial persons of the Company or its subsidiary companies reporting to CEO and above and their Immediate Relatives;;
- b. All employees of the category of second level below CEO of the Company and its material subsidiaries **irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information** ; and
- c. All employees/retainers/outsourced employees i.e. employees whether on rolls or not, working in the Finance/Secretarial/Corporate Marketing Department/IT (having access to financial information) of the Company, including any branch/subsidiary of the Company.
- d. Promoters of the Company
- e. Immediate Relatives of the persons specified in clause (b), (c) and (d) above.

In addition to the above, the Compliance Officer in consultation with the CEO/CFO, may specify such officials as the designated persons, to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function would provide to any event based UPSI (unpublished price sensitive information).

- 1.9. “Director” means a member of the Board of the Company.
- 1.10. “Employee” means every employee of the Company including the Directors in the employment of the Company.
- 1.11. “Immediate Relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities
- 1.12. “Informant” means an individual(s), who voluntarily submits to SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward;
- 1.13. “Insider” means any person who is,
 - (i) a Connected Person; or
 - (ii) in possession of or having access to Unpublished Price Sensitive Information.
- 1.14. “Key Managerial Person” means person as defined in Section 2(51) of the Companies Act, 2013
- 1.15. “Material Financial Relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm’s length transactions.

- 1.16. "Material Subsidiary" shall have the meaning assigned under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
- 1.17. "NRC" shall mean Nomination and Remuneration Committee as constituted under Section 178 of the Companies Act, 2013;
- 1.18. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 1.19. "SEBI" means the Securities and Exchange Board of India;
- 1.20. "Securities" shall have the meaning assigned to it under Securities Contracts (Regulation) Act, 1956 or any modification thereof, except units of a mutual fund.;
- 1.21. "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.22. "Trading" means and includes subscribing (further including exercise of Employee Stock Options), buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- 1.23. "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- 1.24. "Unpublished Price Sensitive Information (UPSI)" means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
 - i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;and
 - v. changes in key managerial personnel;
- 1.25. "Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto; and
- 1.26. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

ROLE OF COMPLIANCE OFFICER:

2. The Compliance Officer shall report to the Board and shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board every financial quarter.
3. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, preclearing

the trades of Designated Persons and their Immediate Relatives, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board of the Company.

4. The Compliance Officer shall be responsible for assessment and grant of approvals to the Trading Plans as formulated by a Designated Person and monitoring of such Trading.
5. The Compliance Officer shall assist all the Designated Persons in providing any clarifications regarding the Regulations and this Code of Conduct.

PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

6. Insiders shall maintain confidentiality of all 'Unpublished Price Sensitive Information'. The Insiders shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company based on the same.

NEED TO KNOW:

7. The Insiders who are privy to 'Unpublished Price Sensitive Information' shall handle the same on a 'need to know' basis. Such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. No Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties and discharge of legal obligations. It will be the duty of the designated person who is disclosing the UPSI on need to know basis, to communicate the name and designation of the person with whom the information has been shared, to the Compliance Officer, to help him maintain a list of designated persons.

Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

- i. entail an obligation to make an open offer under the takeover regulations where the Board of the Company is of informed opinion that the proposed transaction is in the best interests of the Company.
- ii. not attract the obligation to make an open offer under the takeover regulations but where the Board of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all the relevant and material facts..

However, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

The Board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with

adequate internal controls and checks such as time stamping and audit trails to ensure nontampering of the database.

8. All non-public price sensitive information directly received by any Designated Persons should be reported to the head of his/her department/Compliance Officer.

LIMITED ACCESS TO CONFIDENTIAL INFORMATION:

9. All physical files containing confidential information shall be kept secure under lock and key shall be in custody of officials having such information/ documents. Computer files shall have adequate security of login and passwords. Files containing confidential information should be deleted/destroyed after its use.

PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

CHINESE WALL

10. To prevent the misuse of Unpublished Price Sensitive Information, the Company has adopted following norms for 'Chinese Wall' procedures which separates those departments which routinely have access to Unpublished Price Sensitive Information, considered as inside areas from those departments which deal with sale/marketing or other departments providing support services, considered as public areas:
 - a. The Employees in the inside areas are not allowed to communicate any Unpublished Price Sensitive Information to anyone in the public areas.
 - b. The Employees in inside area may be physically separated from the Employees in public area.
 - c. The demarcation of various departments as inside area shall be determined by the Compliance Officer in consultation with the CEO/MD/CFO.
 - d. Only in exceptional circumstances, Employees from the public areas are brought over the wall and given Unpublished Price Sensitive Information on need to know basis under intimation to the Compliance Officer. Such Employees shall be subject to the restrictions that shall apply to such areas. Such 'crossing the wall' or 'bringing inside the wall' shall be subject to a process, and should include reasons as to why such a person is being given access to such information, and provide for limits (if any) on the information on a need-to-know basis within the wall. While 'crossing the wall' or 'bringing inside the wall' the Employees should make the person aware of the duties and responsibilities attached to the receipt of Unpublished Price Sensitive Information and the liability that attaches to misuse or unwarranted use of such information.

TRADING WINDOW

11. Designated Persons shall be subject to certain trading restrictions as enumerated below :
 - a. The Company has designated a 'Trading Window period' being the period during which transactions in the shares of the Company can be done by Designated Persons (hereinafter referred to as 'Trading Window') for trading in the Company's Securities;

- b. The Trading Window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information. The identified Designated Persons or class of Designated Persons or their relatives shall not trade in securities when the Trading Window is closed.
- c. The Trading Window shall be closed during any period as may be determined by the Compliance Officer and shall be closed at least seven (7) days prior to the happening of the event giving rise to Unpublished Price Sensitive Information and shall be re-opened at such time as may be determined by the Compliance Officer of the Company taking into account various factors, the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours (48) after the information becomes generally available.

For declaration of financial results, trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results

The Compliance Officer may communicate to the Designated Persons about the closure of Trading Window for any other purpose/event, as he may deem fit, by way of e-mail in the Company's email system or posting on the staff portal or other means.

- d. The Designated Persons shall not Trade in the Company's shares during the period when the Trading Window is closed and will have to forego the opportunity to trade in the Company's Securities during such period.
- e. All Designated Persons shall conduct all their Trading in the Securities of the Company only during the period when the Trading Window is open and shall not conduct any Trading of the Company's Securities during the periods when Trading Window is closed or during any other period as may be specified by the Company from time to time. Exercise of stock options granted under any Employees Stock Option Plan of the Company is allowed in the period when the Trading Window is closed. However, sale of Securities allotted on exercise of stock options is not allowed when Trading Window is closed.
- f. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company from time to time.
- g. The Trading window restriction shall not apply in respect of transactions as mentioned in amendment regulations 2019 and as may be inserted in the Regulations or such other transactions as specified by SEBI from time to time

PRE-CLEARANCE OF TRADES:

- 12. All Designated Persons who intend to trade in the Securities of the Company whose trade value exceeds
 - (a) Rs.10,00,000, in one or more transactions in a financial quarter; and /or

(b) Rs.25,00,000 in one or more transactions in a financial year shall get the transaction(s) pre-cleared in the manner enumerated below, provided that, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed.

13. An application in the prescribed manner shall be made to the Compliance Officer by such Designated Persons specifying the number of Securities that such person intends to trade in, details of depository and such other information as may be prescribed by the Company (Proforma-I);
14. Along with the application, the Designated Persons shall execute an undertaking (Proforma II) in favour of the Company incorporating *inter alia*, the following clauses that:
 - i) he/she does not have any access or has not received 'Unpublished Price Sensitive Information' up to the date of signing the undertaking;
 - ii) in case he/she has access to or receives 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in his/her position and that he/she shall completely refrain from Trading in the Securities of the Company till such time such information becomes generally available ;
 - iii) he/she has not contravened the Code of Conduct as notified by the Company from time to time; and iv) he/ she has made full and true disclosure in the matter.
15. The Compliance Officer shall, on receipt of the application, assess the proposed transaction and be entitled to take professional advice in order to take a decision to accept or reject the application to trade received from the Designated Person. The Compliance Officer while granting pre-approval for sale transaction may ask for reasons/extra ordinary circumstances for the sale of Shares transaction by the senior officials of the Company.
16. If application for pre-clearance is made by Compliance Officer, she/he shall send it to Chief Financial Officer and Chief Executive Officer of the Company for their approval.
17. All Designated Persons shall execute their trades in respect of the Securities of the Company within seven (7) trading days after the pre-clearance approval is received. The date on which the trades are executed shall be intimated forthwith to the Compliance Officer in prescribed form within two trading days from the date of executing the order (Proforma III). If the trades are not executed within seven (7) trading days after the approval is given, the Designated Persons must pre-clear the transaction again.

TRADING PLAN:

18. A Designated Person, who is continuously handling Unpublished Price Sensitive Information, shall have an option to formulate a trading plan for Trading in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Trading Plan shall:

- i. not entail commencement of Trading on behalf of the Designated Person earlier than six months from the public disclosure of the plan;
- ii. not entail Trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the Securities and the second trading day after the disclosure of such financial results; iii. entail trading for a period of not less than twelve months; iv. not entail overlap of any period for which another Trading Plan is already in existence;
- v. set out either the value of trades to be effected or the number of Securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi. not entail Trading in Securities for market abuse.

The Compliance Officer shall consider and review the Trading Plan to assess whether the Trading Plan would have any potential for violation of Coforge Code of Conduct or the Regulations. However, the Compliance Officer shall be entitled to take express undertakings as may be necessary to enable the assessment of the plan and to approve and monitor the implementation of the plan as per the provisions of the Regulations.

The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan. Once the trading plan is approved, pre clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided that, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such Unpublished Price Sensitive Information becomes generally available information.

Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with approved trading plan. Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the concerned Designated Person and Stock Exchanges on which the Securities are listed.

OTHER RESTRICTIONS:

19. All Designated Persons who buy or sell Securities of the Company shall not execute a contra trade i.e. enter into an opposite transaction during the next six months following the prior transaction. Exercise of ESOPs and sale of shares so acquired under ESOPs shall not be considered as contra trade. Contra trade restrictions shall also not be applicable to Designated Persons for participation in buyback offers, open offers, rights issue, further public issues, bonus issues, exit offers etc.
20. Designated Persons shall not take any position in derivative transactions in the shares of the Company at any time.

21. In case any trade be executed inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.
22. In the case of subscription in the primary market (initial public offers), the Designated Person shall hold their investments for a minimum period of 30 days. The holding period would commence when the Securities are actually allotted by the Company.
23. The Compliance Officer may waive the holding period in cases where the sale of Securities is necessitated by personal emergency after recording his/her reasons in writing in this regard. An application in this regard shall be made to the Compliance Officer in the prescribed format (Proforma IV).

CHAPTER- II

DISCLOSURE REQUIREMENTS:

A. GENERAL DISCLOSURES

24. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorised by law of the following persons to the Company on an annual basis and as and when the information changes:
 - a) Immediate relatives
 - b) Persons with whom such designated person(s) shares a Material Financial Relationship.
 - c) Phone, mobile and cell number which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

B. DISCLOSURE WITH RESPECT TO SECURITIES HELD AND TRANSACTION IN SECURITIES

25. **General:**
 - a. The disclosures to be made by any Designated Person under this Chapter shall include those relating to Trading by Designated person's Immediate Relatives, and by any other person for whom such person takes trading decisions.
 - b. The disclosures made under this Chapter shall be maintained for a period of five years.
26. **Initial Disclosure:**
 - a. Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter/member of Promoter group shall disclose to the Company in the prescribed form, his holding of Securities of the Company as on the

date of appointment or becoming a promoter/member of the Promoter group, within 7 (seven) days of such appointment or becoming a promoter/member of promoter group (*Proforma V*).

27. Continual Disclosure:

- a. Every promoter/member of promoter group, designated person and director of the Company shall disclose to the Company in the prescribed form, the number of such Securities acquired (including by way of exercising ESOPs) or disposed of within two trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000. (*Proforma VI*).
- b. The Company shall notify the particulars of the trading to the stock exchange(s) on which the Securities of the Company are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

The above disclosures shall be made in such form and such manner as may be specified by SEBI from time to time.

28. Disclosures by Other Connected Persons:

The Compliance Officer may, at his/her discretion require any other connected person or class of connected persons to make disclosures of holdings and Trading in Securities of the Company in the prescribed form and at such frequency as may be deemed fit, in order to monitor compliance with the Regulations. (*Proforma VII*)

CHAPTER – III INTERNAL CONTROL MECHANISM

29. The CEO/MD/CFO shall ensure that internal control are in place to prevent insider trading. The following controls should be in place:

- a) All employees who have access to unpublished price sensitive information are identified as designated employee;
- b) all the unpublished price sensitive information are identified and its confidentiality is maintained;
- c) adequate restrictions are placed on communication or procurement of unpublished price sensitive information;
- d) lists of all employees and other persons with whom unpublished price sensitive information is shared is maintained and confidentiality agreements are signed or notice served to all such employees and persons;
- e) all other relevant requirements specified under these regulations are complied with;

- f) periodic process review to evaluate effectiveness of such internal controls.

The Audit Committee shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

Any instance of leak of unpublished price sensitive information, shall be reported under the whistleblower policy of the Company. SEBI shall be informed of such leaks, inquiries and results of such inquiries in accordance with the directions proposed by SEBI in this regard.

CHAPTER – IV

30. Principles of Fair Disclosure for purposes on Unpublished Price Sensitive Information

The Company has also formulated a separate code namely “ COFORGE’S Code of Practices and Procedures For Fair Disclosure of Unpublished Price Sensitive Information” in line with the requirements of Regulation 8(1) read with Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereto and the same is posted on the website of the Company [www. www.coforgetech.com](http://www.coforgetech.com).

CHAPTER- IV

PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT:

31. Any Person who trades in Securities of the Company or communicates any information for Trading in the Securities of the Company, in contravention of the Code of Conduct shall be held guilty and penalized and appropriate action shall be taken by the Company, which may include wage freeze, suspension, recovery etc. Any amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund.
32. The penal action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

INFORMATION TO STOCK EXCHANGES IN CASE OF VIOLATION:

33. The Company shall inform the Stock Exchanges cases of any violation of the Regulations so that appropriate action may be taken as per the law. Such violations will be reported in the format prescribed by SEBI in this regard.
34. The Company will also maintain a database of the violation of the code of conduct by Designated Persons and Immediate Relatives of such Designated Persons which shall entail initiation of appropriate action against them.

REPORTING OF ALLEGED VIOLATIONS

35. Retaliation for reporting suspected violations is strictly prohibited under this policy. An employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism of the Regulations, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

PROFORMA - I

Application Form for Pre-Clearance of Trades in the Company's Securities

**The Compliance Officer
Coforge Limited
New Delhi**

Dear Sir,

I intend to trade in the Securities of the Company as per the particulars furnished below:

Name of the person for whom the transaction is to be executed	
Relationship with the applicant	
No. of shares covered by the transaction	
Nature of transaction for which approval is Sought	Purchase / Sale / Both *
Depository I. D. No.	
Client I. D. No.	
Particulars of the broker through whom the transaction is to be executed	Name : Address : Phone No. :
Details of the transaction entered (including those by Immediate Relatives) during the preceding six months	
Nature of Transaction (Buy/ Sell)	
Mode of acquisition/ disposal	
Value of transaction	

* - *strike out whichever is not applicable*

Pursuant to Clause 14 of the Code of Conduct, I enclose duly executed undertaking executed in favor of the Company, containing the prescribed particulars.

I request you to kindly pre-clear the above transaction at the earliest.

Thanking you,

Yours faithfully,

Signature:
Name of the Applicant:
Employee Code No. :
Department :
Name of Employer Company:

Date:
Place:

PROFORMA – II

Undertaking to be accompanied with every Pre-Clearance Application [Clause 14]

**The Compliance Officer
Coforge Limited
New Delhi**

Dear Sir,

I, _____ being a Designated Person of the Company, am desirous of Trading in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

Pursuant to Clause 14 of the Code of Conduct, I hereby confirm:

- a. that I did not have any access or received any information relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not limited to, information relating to the following:
- (i) Financial results;
 - (ii) Dividends;
 - (iii) Change in capital structure;
 - (iv) Mergers, demergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) Changes in key managerial personnel;
 - (vi) Issuance, forfeiture, buy back of securities, split or consolidation of shares, any restriction on transferability, alteration in terms of structure of existing securities;
 - (vii) Revision in rating;
 - (viii) Agreements (viz. shareholder agreement(s), loan agreements, joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
 - (ix) Fraud/default of key managerial personnel or promoter or directors or employees and arrest of key managerial personnel or promoter;
 - (x) Change in directors, key managerial personnel, auditor and compliance officer;

- (xi) Appointment or discontinuation of share transfer agent;
 - (xii) Corporate debt restructuring;
 - (xiii) One time settlement with a bank;
 - (xiv) Corporate insolvency resolution filed by any party/ creditors under Insolvency and Bankruptcy Code, 2016
 - (xv) Issuance or advertisement of notice, call letters, resolutions and circulars to the shareholders, debenture holders or creditors or any class of them;
 - (xvi) Proceedings of annual and extra-ordinary general meetings;
 - (xvii) Amendments to Memorandum of Association & Article of Association;
 - (xviii) Schedule and presentation to be made at analysts and institutional investor meet;
 - (xix) Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.
 - (xx) Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal).
 - (xxi) Capacity addition or product launch.
 - (xxii) Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.
 - (xxiii) Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
 - (xxiv) Effect(s) arising out of change in the regulatory framework applicable to the listed entity
 - (xxv) Litigation(s) / dispute(s) / regulatory action(s) with impact.
 - (xxvi) options to purchase securities including any ESOP/ESPS Scheme.
 - (xxvii) Giving of guarantees or indemnity or becoming a surety for any third party.
 - (xxviii) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- b. that in case I have access to or receive ‘Unpublished Price Sensitive Information’ after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I shall completely refrain from Trading in the Securities of the Company till such time such information becomes generally available;
- c. that this transaction shall not result into a contra-trade (i.e. it is not an opposite transaction to the transaction entered during the preceding six months). No Securities allotted on exercise of stock options shall be sold when the Trading Window is closed;
- d. that in the event of this transaction being in violation of the Code of Conduct to Regulate, Monitor and report Trading by Insiders as notified by the Company from time to time, or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the ‘Indemnified Persons’) for all losses, damages, fines, expenses, suffered by the Indemnified Persons’, (b) I will compensate the Indemnified Persons’ for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction.
- e. that I have not contravened the Code of Conduct to Regulate, Monitor and report Trading by Insiders as notified by the Company from time to time; and
- f. that I have made full and true disclosure in the matter.

(Signature)

Name of Designated Person:

Employee Code No.:

Division:

Department:

Location:

Place:

Date:

PROFORMA – III

Confirmation of date of Completion of Transaction [Clause 18]

**The Compliance Officer
Coforge Limited
New Delhi**

Dear Sir,

Sub: **Date of completion of transaction**

I hereby confirm that the transaction for trading in the Securities of the Company for which pre-clearance was granted on __, was completed on __by purchasing * / selling *(nos.) equity shares of the Company.

Thanking you,
Yours faithfully,

(Signature)

Name of Designated Person:

Employee Code No.:

Division:
Department:
Location:

Place:
Date:

* - strike out whichever is not applicable

PROFORMA – IV

Application for Waiver of Minimum Holding Period [Clause 24]

**The Compliance Officer
Coforge Limited
New Delhi**

Dear Sir,

Subject : Waiver of minimum holding period

I request you to grant me waiver of the minimum holding period of six months as required under Clause 24 of the Code of Conduct to Regulate, Monitor and report trading by Insiders with respect to _____ (nos.) equity shares of the Company held by me / _____ (name of dependent), acquired by me on _____ (date). I propose to trade in the said shares on account of _____

Thanking you,

Yours faithfully,

(Signature)

Name of Designated Person:
Employee Code No.:
Division:

Department:

Location :

Place:

Date:

PROFORMA - V

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2)-Disclosure on becoming a Director/KMP/Promoter]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons* as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters / KMP / Directors immediate relative to / others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**The term 'such persons' shall include immediate relatives, and any other person for whom he/she takes trading decisions.*

Details of Open Interest (OI) in derivatives of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such person mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming promoter/appointment of Director/KMP		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

PROFORMA - VI

FORM- C

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the Company: Coforge Limited (erstwhile NIIT Technologies Limited)

ISIN of the Company: INE591G01017

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Directors/immediate relative to/others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition/ disposal of shares, specify		Date of intimation to the Company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Interse transfer, ESOPs, etc.)	Exchange on which the Trade was executed
		Type of securities (For eg. - Shares Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
PAN: Address: Contact No.														

persons as mentioned in Regulation 6 (2).

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Signature:

Name:

Designation:

Date:

Place:

PROFORMA - VII

FORM D (Indicative Format)

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7 (3) - Transactions by Other connected persons as identified by the Company

Details of trading in Securities by other connected persons as identified by the Company.

Name, PAN, CIN/DIN, & address with contact nos. of by other connected persons as identified by the Company.	Connections with the Company	Securities held prior to acquisition/disposal		Securities acquired / Disposed				Securities held post to acquisition / disposal		Date of allotment advice / acquisition of shares / sale of shares specify		Date of intimation to company	Mode of Acquisition/ disposal(on market/ public rights/ preferential offer / off market/ Inter-se Transfer, ESOPs etc.
		Type of Security (For eg. Shares, Warrants, Convertible Debentures etc.)	No. and % of Shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy / Sale / Pledge / Revoke / Invoke)	Type of security (For eg.– Shares, Warrants, Convertible Debentures etc.)	No. and % of Shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives by other connected persons as identified by the Company.

Trading in derivatives (Specify type of contract, Futures of Options etc)						Exchange on which the trade was executed
Type of contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of Units (contracts lot size)	Notional Value	Number of Units (contracts lot size)	
15	16	17	18	19	20	21

Note: In case of options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

Process for pre-clearance of trades

The application for pre-clearance can be made by DPs anytime during the trading window open period for the respective DP and that he/she shall not be in possession of any Unpublished Price Sensitive Information (UPSI).

The Compliance Officer shall, on receipt of the application, assess the proposed transaction and be entitled to take **professional advice** in order to take a decision to accept or reject the application to trade received from the Designated Person.

1. For employees other than CEO/CFO, the CO shall take advice internally by CFO & CEO to proceed.
2. For CEO, the CO shall take consultation from CFO & take external advice.
3. For CFO, the CO shall take consultation from CEO & take external advice.

For any non-routine circumstances including application from CEO/CFO, where there is a doubt on applicability of an UPSI or special circumstances where the CO may deem fit, the CO shall seek third party professional advice to pre-clear transaction.

(Till here it was adopted on October 25, 2021)

ACTION TAKEN FRAMEWORK: COFORGE PIT (PROHIBITION OF INSIDER TRADING) CODE BREACH

Any employee, including their Immediate Relatives, who violates the provisions of Coforge PIT Code ('CoC') shall be liable for such penal/disciplinary/remedial action as may be considered appropriate by the Audit Committee as per the decided/approved framework.

All breaches of Coforge CoC, along with actions taken, shall be reported to the Audit Committee & Board of Directors of the Company on a quarterly basis. Please note that such the breaches are also to be reported to the stock exchanges promptly. The below list of remedial actions which may be undertaken by the Company is not exhaustive. There may be civil or criminal action that the regulatory authorities may initiate against such an employee.

The below framework provides a guide for determining the appropriate action for a breach of CoC and Committee may decide any other actions not listed below as may be necessary based on circumstances of a particular case.

The Committee may consider the following factors while deciding on the action to be taken:

- knowledge of price sensitive information,
- profit earning motive,
- level of management responsibility of the individual concerned,
- numbers of securities transacted,
- Whether the breach occurred as a result of deliberate intent or not.

Any action from (a) to (d) below with a combination from the applicable violation in the benchmark set out below, can be taken by the Committee, as may be decided by it in its discretion depending on the severity and mitigating factors pertaining to each case. Notwithstanding the above, the Committee / Board will have the discretion determine the proposed action to be taken on a case to case basis depending on the facts and circumstances of each ease.

List of potential actions in case of Coforge CoC breach

- a) Written Warning, by the Compliance Officer/Chief Financial Officer/Chief Executive Officer or Head HR;
- b) Compulsory attendance for training sessions for other employees and Insiders, in addition to other trainings from time to time;
- c) Internal Action, e.g. freeze on increment/promotion, change in role, job level, ineligibility for future participation in the Company's ESOP Scheme;
- d) Suspension or Termination of employment;

Monetary penalties

S.No.	Nature of violation	Base amount	% of amount payable to Base amount (in INR)			
			KMP/Promoter/Director/CEO-1/EVP/CIRO/General Counsel	SVP/VP/AVP	Manager to Senior Divisional Manager	Mid/Assistant Manager & below
A.	Trading in securities (shares/derivatives/f&o) 1. Single transaction (buy or sell) during trading window closure period upto Rs. 10 lacs	1 Lac	150%	100%	75%	50%

	2. Single transaction (buy or sell) during the trading window closure period more than Rs. 10 lacs	2 Lac	150%	100%	75%	50%
B.	Contra trade					
	1. Less than 10 lacs	1 Lac	150%	100%	75%	50%
	2. More than 10 lacs	2 Lacs	150%	100%	75%	50%
	3. Multiple contra trade with value of more than 10 lacs	5 Lacs	150%	100%	75%	50%
C.	Trading while in possession of UPSI OR Sharing unpublished price sensitive information (UPSI) to a third party or making recommendations directly or indirectly for dealing in securities on the basis of such information	10 Lacs	150%	100%	75%	50%
D.	Trading without pre-clearance*	50 K	150%	100%	75%	50%
E.	Non-reporting of completion of transaction after pre-clearance;	50 K	150%	100%	75%	50%

Notes:

1. If any Insider or Designated Person who contravenes any of the provisions of the Insider Trading Code / SEBI Regulations, then such Insider will be liable for appropriate penal actions in accordance with the provisions of the SEBI Act, 1992, in addition to the above.

The minimum penalty under the SEBI Act, 1992 is Rs.10 Lakhs, which can go up to Rs. 25 crores or 3 times the profit made from trading, whichever is higher.

2. The above actions are not mutually exclusive and more than one can be applied in any situation.

This framework is incorporated after the Audit Committee and Board approval in March 2022.