



NEWGEN

One world. One workplace.

Newgen Software Technologies Limited

CIN: U72200DL1992PLC049074

E-44/13, Okhla Phase-II, New Delhi - 110 020, INDIA

Tel (+91)-11-46533200, 26384146, 26384508 Fax (+91)-11-26383963

URL : <http://www.newgensoft.com>

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (EGM) of M/s Newgen Software Technologies Limited will be held on Friday the day of 27th March, 2015 at A-6, Satsang Vihar Marg, Qutab institutional Area, New Delhi – 1100067 at 11.30 A.M to transact the following business:-

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr. Mohit Goyal, as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Mohit Goyal, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director along with the deposit of the requisite amount pursuant to Section 160 of the Companies Act, 2013, who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company for a tenure of five years i.e from 27th March, 2015 to 26th March, 2020.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such other act, deeds and matter, as may be necessary and incidental to affect this resolution.”



Date: 09.02.2015

Place: New Delhi

By order of the Board
For Newgen Software Technologies Ltd.

Arun Kumar Gupta
Chief Financial Officer & Company Secretary
Membership No.: A12325

Registered Office: A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi - 110 067, INDIA

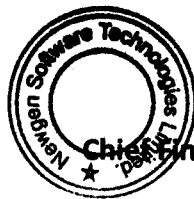
Email: corpmtg@newgensoft.com

Tel. (+91)-11-40770100, 26964733, 26963571, Fax : (+91)-11-26856936

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to the special business set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY, IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Corporate Members intending to send their authorised representative to attend the Extra-Ordinary General Meeting are requested to send to the Company a duly certified copy of the Board Resolution/ or letter of authorization, authorizing their representative to attend and vote at this Extra-Ordinary General Meeting.
4. The shareholders may update their email Id, Contact No., address with the Company, if any changes thereof, by sending e-mail/ letter to the Company at corpmtg@newgensoft.com / registered office of the Company.

**By order of the Board
For Newgen Software Technologies Ltd**



**Arun Kumar Gupta
Chief Financial Officer & Company Secretary
Membership No.: A12325**

**Date: 09.02.2015
Place: New Delhi**

EXPLANATORY STATEMENT ANNEXED TO THIS EGM NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS MENTIONED IN THE NOTICE:

ITEM NO. 1

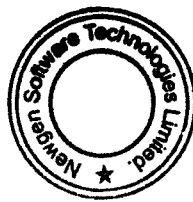
It is proposed to appoint Mr. Mohit Goyal, pursuant to the provisions of Sections 149 of the Companies Act, 2013, as Independent, non-executive director of the Company.

Based on the disclosures received from Mr. Mohit Goyal, the Board satisfied that Mr. Mohit Goyal meets the criteria for independence as laid down in Section 149(6) of the Companies Act, 2013 and he is not disqualified as contemplated under Section 164 of the Companies Act, 2013.

Schedule IV of the Companies Act, 2013 prescribed that the appointment of independent directors of the company shall be approved at the meeting of the shareholders. Therefore, the appointment of Mr. Mohit Goyal, as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions.



**By order of the Board
For Newgen Software Technologies Ltd.**

**Arun Kumar Gupta
Chief Financial Officer & Company Secretary
Membership No.: A12325**

Date: 09.02.2015

Place: New Delhi