



NEWGEN SOFTWARE TECHNOLOGIES LIMITED

CIN: L72200DL1992PLC049074

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

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NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting ("AGM") of Newgen Software Technologies Limited ("the Company") will be held on Tuesday, the 27th day of July 2021, at 11:00 A.M. (IST) through Video Conferencing (VC) or Other Audio-Visual means (OAVM) to transact the businesses mentioned below. The deemed venue of the AGM shall be the Registered Office of the Company.

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2021 and the Reports of the Board of Directors and Auditors thereon.
 - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2021 and the report of Auditors thereon.
- To declare a Dividend of ₹ 3.5 per equity share having Face value of ₹ 10/- each of the Company for the Financial Year ended 31st March 2021.
- To appoint a director in place of Mr. T.S. Varadarajan (DIN: 00263115), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint Statutory Auditors of the Company and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT, pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors, M/s Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No 001076N/N500013) be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s B S R & Associates LLP, Chartered Accountants (Firm Registration No 116231W/W-100024), to hold office for a term of 5 (five) years from the conclusion of this 29th Annual General Meeting till the conclusion of 34th Annual General Meeting.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to fix remuneration of the Statutory Auditors during their tenure, to reimburse their travelling and out of pocket expenses and to finalize & approve

incremental fee, time to time, based on the performance of the statutory auditors, nature & volume of work and on such other terms as may be mutually decided between the Auditors and the Board of Directors of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby also authorized to do all such acts, deeds and matters as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

For Newgen Software Technologies Limited

Date: 25th June 2021

**Registered Office: A-6, Satsang Vihar Marg,
Qutab Institutional Area, New Delhi – 110067**

**Aman Mourya
Company Secretary
FCS: 9975**

NOTES:

- Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the business to be transacted at this AGM, is annexed hereto.
- In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020 and 02/2021 dated 13th January 2021 and all other relevant circulars issued from time to time, permitted the holding of the AGM through VC / OAVM without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the aforesaid MCA Circulars and SEBI Listing Regulations, the 29th AGM of the Company is being conducted through VC/OAVM facility.
- Company has appointed KFin Technologies Private Limited, Registrar and Share Transfer Agent ("Registrar" or "KFintech"), to provide VC/OAVM facility for the AGM and the attendant enablers for conducting of the AGM.
- Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 29th AGM and hence the Proxy Form is not annexed to this Notice. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. Body Corporates who intends to authorize representatives to participate and vote on their behalf in the meeting to be held through VC/OAVM are requested to send, in advance, a duly certified copy of the relevant board resolution/letter of authority/power of attorney to the Company at investors@newgensoft.com, through its registered E-mail Address with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Event No." Institutional shareholders are encouraged to attend and vote at the AGM.
6. Attendance of the members (members' login) attending the AGM through VC/ OAVM shall be reckoned for the purpose of Quorum under Section 103 of the Act and hence no attendance slip is attached with this notice.
7. Since this AGM will be held through VC/OAVM facility, the Route Map is not annexed with this Notice.
8. The Final Dividend of ₹ 3.5 per equity share, i.e. @ 35% on the paid-up equity share capital, for the financial year ended 31st March 2021, as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 (thirty) days from the date of declaration to the members whose name appear, subject to deduction of tax at source:
 - a) as beneficial owners of the shares as per list to be furnished by the depositories in respect of the shares held in demat form on the closing hours of the business on 16th July 2021; and
 - b) as members in respect of shares held in physical form, after giving effect to all the valid transmission requests lodged with the Company/Registrar as on the close of business hours on 16th July 2021.
9. Pursuant to the Income Tax Act, 1961 as amended by Finance Act, 2020, dividend income will be taxable in the hands of shareholders effective from 1st April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to visit <https://www.incometaxindia.gov.in/Pages/acts/income-tax-act.aspx>. The shareholders are requested to update their PAN with the Company's Registrar (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
10. For Resident shareholders, taxes shall be deducted at source under Section 194 of the Income Tax Act, 1961 as below: -
 - a) Shareholder having valid PAN: - 10% or as notified by the Government of India.
 - b) Shareholder not having valid PAN: - 20% or as notified by the Government of India.

However, no tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be received by them during the financial year does not exceed ₹5,000/- and also in case where resident individual shareholder having valid PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H along with PAN copy, to avail the benefit of non-deduction of tax at source, by sending an E-mail to investors@newgensoft.com on or before

11:59 P.M.(IST) on 20th July 2021. For FAQs on TDS deducted on Dividend members can visit Company's website: <https://newgensoft.com/company/investor-relations/#governance>

In case of Non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Income Tax Act, 1961, at the rate in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. Non-resident shareholders can avail beneficial rates, if applicable under any applicable laws, under tax treaty between India and their country of residence, subject to providing necessary documents i.e. (a) No Permanent Establishment and Beneficial Ownership Declaration;(b) Tax Residency Certificate;(c) Form 10F along with copy of PAN duly attested by the shareholder or any other document which may be required to avail the tax treaty benefits. The aforesaid declarations and documents need to be submitted by sending an E-mail to investors@newgensoft.com on or before 11:59 P.M. (IST) on 20th July 2021.

Beneficial Ownership: In case of equity share(s) held in the Company as a beneficiary; and are not subject to TDS under Section 196 of the Income Tax Act, 1961 the person shall submit self-attested copy of the documentary evidence supporting the exemption status along with self-attested copy of PAN Card. The said declarations and documents need to be submitted by sending an E-mail to investors@newgensoft.com on or before 11:59 P.M. (IST) on 20th July 2021.

Benefit under Rule 37BA(2) of the Income-tax Rules, 1962: In case where shares are held by intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders then intermediaries/ stock brokers and beneficial shareholders will have to provide a declaration under Rule 37BA(2) of the Income-tax Rules, 1962. The said declarations and documents need to be submitted by sending an E-mail to investors@newgensoft.com on or before 11:59 P.M. (IST) on 20th July 2021.

11. Members holding shares in electronic form are informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(s). The Company or its Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective depository participant of the members. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest once possible.
12. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within 7(seven) years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for 7(seven) consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.

13. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend(s) are requested to write to the Company's Registrar at einward.ris@kfintech.com and marking copy to investors@newgensoft.com. In case, any member is unable to submit or update their bank particulars, their Dividend warrants shall be dispatched upon normalization of the postal services, post COVID-19.
14. The details of unpaid and unclaimed amounts lying with the Company has been published on the Company's website: <https://newgensoft.com>. Concern members are requested to claim dividend, if any, remaining unclaimed or unpaid.
15. Members may utilize the facility extended by the Registrar for redressal of their queries including change of address, if any, by visiting at <https://karisma.kfintech.com/> and clicking on 'Investor Relations' section for query registration through free identity registration process. Members may also write ateinward.ris@kfintech.com clearly mentioning their DP ID/ Client ID.
16. In terms of Section 152 of the Act, Mr. T.S. Varadarajan (DIN: 00263115), Whole-Time Director of the Company, retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Nomination & Remuneration Committee and Board of Directors of the Company recommends his re-appointment.
17. Details of Directors seeking appointment/re-appointment in the AGM pursuant to the Secretarial Standard on General Meetings (SS-2) and Regulations 26(4) and 36(3) of the SEBI Listing Regulations are attached with this Notice as "Annexure-1".
18. The Auditor's Certificate certifying that the Stock option schemes of the Company are being implemented in accordance with the provisions of SEBI (Share Based Employee Benefit) Regulations, 2014 and in accordance with the resolution(s) of the members of the Company, will be placed at the AGM.
19. Members desiring any information/clarification on the financial statements or any of the resolutions as detailed in the Notice are requested to write to the Company on or before 25th July 2021 through an E-mail to investors@newgensoft.com, specifying his/her name along with Demat account details. The same shall be replied by the Company suitably.
20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which directors are interested under Section 189 of the Act, and all other documents mentioned in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an E-mail to investors@newgensoft.com.
21. In compliance with the MCA Circulars dated 5th May 2020 and SEBI Circulars dated 12th May 2020 and 15th January 2021, Notice of the AGM and Annual Report 2020-21 are being sent only via electronic mode to those members whose E-mail addresses are registered with the Company/ Registrar or the Depository Participant(s). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website: <https://newgensoft.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and will also be available on the website of e-voting agency KFintech at <https://evoting.karvy.com/>.
22. The Annual Report along with the Notice of AGM is being sent to the members, whose name appear in the register of members/depositories as at closing hours of business on 25th June 2021.
 - a. Those members who have registered/not registered their E-mail address and mobile number including postal address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company's Registrar in case the shares held in physical form.
 - b. Members who have not registered their E-mail address and in consequence, the Annual Report and Notice of AGM could not be served, may temporarily get their E-mail address and mobile number provided with the Company's Registrar, by clicking the link: <https://karisma.kfintech.com/E-mailreg> for sending the same. Members are requested to follow the process as guided to capture the E-mail address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any query, member may write to einward.ris@kfintech.com.
 - c. Members are also requested to visit the website of the Company <https://newgensoft.com> or the website of the Company's Registrar <https://karisma.kfintech.com/> for downloading the Annual Report and Notice of the AGM.
 - d. Alternatively, members may send an E-mail request at einward.ris@kfintech.com along with scanned copy of the signed request letter providing the E-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
23. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar.

24. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form effective from 1st April 2019. In view of the above, members are advised to dematerialize their shares held by them in physical form. Members can also write to the Company's Registrar in this regard.
25. To prevent fraudulent transactions, members are advised to exercise due diligence and notify to their Depositories Participants (DPs) in respect of their electronic share accounts and to the Company's Registrar (for shareholders holding shares in physical mode) of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
26. In case of joint holders attending the meeting, member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
27. The recorded transcript of this AGM shall also be made available on the website of the Company at <https://newgensoft.com>, as soon as possible after the conclusion of the meeting.
28. **Instructions for Members for Attending the AGM through Video Conferencing are as under:**
- Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ Kfintech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below.
 - Facility for joining AGM through VC/ OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members after 15 minutes of start of AGM on first come first served basis. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - Members are requested to participate in the AGM on a first come first served basis, as participation through VC is restricted upto 2000 members only. However, members holding 2% or more shareholding (Large Shareholders), Promoters, Institutional investors, Directors, Key Managerial Personnel (KMP), Chairpersons of the Audit, Nomination & Remuneration and Stakeholder's Relationship Committee, Auditors, etc. are allowed to attend the AGM without restriction on account of first come first served principle.
- Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be open from 24th July 2021 to 25th July 2021. Members may also send their questions to the company at investors@newgensoft.com.
 - Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will open from 24th July 2021 to 25th July 2021 (upto 5:00 P.M. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
 - Members who have voted through Remote e-Voting will also be eligible to attend the AGM.
28. **Instructions for members for e-Voting during the AGM session:**
- The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
 - A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
29. **Cut-off Date for electronic means/Remote e-voting:**
- The remote e-voting /voting rights of the members/ beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. Friday, 16th July 2021 only.
 - A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
30. **Voting through electronic means / Remote e-voting:**
- In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and

in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

- b) However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs to increase the efficiency of the voting process.
- c) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- d) The remote e-Voting period commences Saturday, 24th July 2021 at 9:00 A.M. (IST) and closes on Monday, 26th July 2021 at 5:00 P.M. (IST).
- e) The remote e-voting module shall be disabled by Company’s Registrar for voting at 5:00 P.M. (IST) on Monday, 26th July 2021.
- f) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- g) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. In case of voting by both the modes, vote casted through remote e-voting will be considered final.
- h) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- i) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- j) The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method	
Individual Shareholders holding securities in demat mode with NSDL	1.	User already registered for IDeAS facility:
	I.	Visit URL: https://eservices.nsdl.com .
	II.	Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.
	III.	On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”
	IV.	Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	2.	User not registered for IDeAS e-Services
	I.	To register click on link: https://eservices.nsdl.com
	II.	Select “Register Online for IDeAS” or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	III.	Proceed with completing the required fields.
	IV.	Follow steps given in points 1
	3.	Alternatively by directly accessing the e-Voting website of NSDL
	I.	Open URL: https://www.evoting.nsdl.com/
	II.	Click on the icon “Login” which is available under ‘Shareholder/Member’ section.
	III.	A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
	IV.	Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.
	V.	On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting

Individual Shareholders holding securities in demat mode with CDSL	1.	Existing user who have opted for Easi / Easiest
	I.	Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com
	II.	Click on New System Myeasi
	III.	Login with your registered user id and password.
	IV.	The user will see the e-Voting Menu. The Menu will have links of ESP i.e.KFintech e-Voting portal.
	V.	Click on e-Voting service provider name to cast your vote.
	2.	User not registered for Easi/ Easiest
	I.	Option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	II.	Proceed with completing the required fields.
	III.	Follow the steps given in point 1
	3.	Alternatively, by directly accessing the e-Voting website of CDSL
	I.	Visit URL: www.cdslindia.com
	II.	Provide your demat Account Number and PAN No.
	III.	System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
	IV.	After successful authentication, user will be provided links for the respective ESP, i.e.KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I.	You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
	II.	Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
	III.	Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'NEWGEN SOFTWARE TECHNOLOGIES LIMITED- AGM' and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., as mentioned in the Notes of this Notice.

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM, and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

OTHER INSTRUCTIONS:

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
2. MYEPWD <SPACE> IN12345612345678
3. Example for CDSL:
4. MYEPWD <SPACE> 1402345612345678
5. Example for Physical:
6. MYEPWD <SPACE> XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

31. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Anandan K. at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

32. You can also update your mobile number and E-mail address in the user profile details of the folio which may be used for sending future communication(s).

33. Any person who acquires shares of the Company and becomes member of the Company post-dispatch of Notice of AGM along with the Annual Report before the Cut-Off Date may obtain the login ID and password by sending a request at evoting@karvy.com or visit the FAQ's section available at KFintech's website <https://evoting.karvy.com>.

34. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories, as on the cut-off date, only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.

35. In terms of SEBI Listing Regulations, application for : (i) Deletion of name of the deceased member(s) where the shares are held in the name of two or more member(s) (ii) Transmission of shares to the legal heir(s)/representative(s), where deceased member was the sole holder of shares (iii) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the

names of two or more member has to be accompanied with a self-attested copy of their PAN along with the other required documents to the Company's Registrar irrespective of the value of the transaction. Members are requested to bear in mind the aforesaid requirements while communicating with the Company or Registrar for any of the purposes stated above. Section 72 of the Act provides for Nomination by the members of the Company and the members are requested to avail this facility.

36. Mr. Devesh Kumar Vasisht (holding CP No.13700), Partner failing him, Ms. Priyanka (holding CP No.: 16187), Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.

37. The results declared along with the report of the Scrutinizer shall be placed on the Company's website <https://newgensoft.com> and on the website of [KFintechhttps://kfintech.com](https://kfintech.com) immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be submitted with the concerned Stock Exchanges i.e. BSE and NSE.

By order of the Board
For Newgen Software Technologies Limited

Sd/-

Date: 25th June 2021

Registered Office: A-6, Satsang Vihar Marg,
Qutab Institutional Area, New Delhi – 110067

Aman Mourya
Company Secretary
FCS: 9975

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CONVENING THE 29TH ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 27TH JULY 2021.

Item No. 4

M/s B S R & Associates LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), were re-appointed as the Statutory Auditors of the Company at the 24th AGM held in the year 2016 for a second term of 5(five) years to hold the office up to the conclusion of the 29th AGM and hence, would retire at the conclusion of the forthcoming 29th AGM, in accordance with the provisions of Section 139(2) of the Act and Rule 6 of the Companies (Audit & Auditors) Rules, 2014.

The Audit Committee proposed the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration Number is 001076N/N500013) as the Statutory Auditors after assessing M/s Walker Chandiook & Co LLP, Chartered Accountants and other audit firms based on certain parameters which includes Independency, audit experience, audit exposures, credentials in the market, ranking of the audit firms by NSE Infobase, strength and experience of its key members proposed in the audit team.

The Board of Directors of the Company, on the recommendation of the Audit Committee ('the Committee'), has recommended to the members of the Company for the appointment of M/s Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration Number is 001076N/N500013) as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 34th AGM.

M/s Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration Number is 001076N/N500013), have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The fee proposed to be paid to new Auditor would be ₹ 37 Lakh for annual audit and ₹ 21 Lakh for quarterly limited reviews. Auditors shall also be eligible for reimbursement of expenses if any, occurred during such audit and limited reviews. The aforesaid fees as proposed to be paid to new auditors is not exceeding the fee as paid to the outgoing auditors. It is also proposed to authorize, the Board of Directors to finalize incremental fee, from time to time, based on the performance evaluation, nature & volume of work and on such other terms in consultation with the new Auditors.

Profile: - M/s Walker Chandiook & Co LLP (WCC LLP) was established in the year 1935 having nationwide 13 offices and is registered with the Institute of Chartered Accountants of India as well as the PCAOB (US Public Company Accountancy Oversight Board). WCC LLP ranks among the top 5 Auditors in India on the basis of Market Capitalization of the companies audited by them. It licenses audit software as well as audit methodology from Grant Thornton International. For multinational companies and other organizations with international operations or interests, WCC LLP has access to Grant Thornton member firms in other countries that adopt the same rigorous standards and utilize the same tools and methodologies.

Pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Act and the rules made thereunder, approval of the members of the Company be and is hereby sought to appoint M/s Walker Chandiook & Co LLP, Chartered Accountants, (Firm Registration Number is 001076N/N500013) as the Statutory Auditors of the Company, in place of the retiring auditors, to hold office for a period of 5 (five) years from the conclusion of this 29th AGM till the conclusion of the 34th AGM of the Company.

None of the Director(s) and Key Managerial Personnel of the Company and their relative(s) has any nature of concern or interest, financial or otherwise, directly or indirectly, in respect of the proposed resolution stated as item no.4 of this notice.

The Board of Directors recommends the resolution as set out at Item no. 4 for approval of the members to be passed as an Ordinary Resolution.

By order of the Board
For Newgen Software Technologies Limited

Sd/-

Date: 25th June 2021

Registered Office: A-6, Satsang Vihar Marg,
Qutab Institutional Area, New Delhi – 110067

Aman Mourya
Company Secretary
FCS: 9975

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 29th ANNUAL GENERAL MEETING

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

Name of Director	Mr. T.S. Varadarajan (DIN: 00263115)
Item No.	3
Date of Birth	5 th May 1952
Age	69 years
Nationality	Indian
Qualification	Bachelor's in Science from the Bangalore University and Engineering (Electrical Technology) from the Indian Institute of Science, Bengaluru. Master's degree in Technology (Computer Science) from IIT, Madras.
Experience (in years)	46 years
Terms & Conditions for Appointment/ Re-appointment	No change in his previous terms of re-appointment as whole-time Director, approved by the members.
Details of Remuneration sought to be paid	No change in the remuneration as previously approved by the members during re-appointment as whole-time Director.
Last Remuneration (2020-21)	₹ 1,48,69,554
Date of first appointment on the Board	5 th June 1992
No. of shares held in the Company as on date of this notice.	1,50,09,306 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A.
No. of Board Meetings attended/ held during Financial Year (2020-2021)	Number of Board meeting held: 5 Number of Board meeting attended: 5
Directorship held in other Companies (Only Listed Companies are considered)	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	Stakeholders' Relationship Committee (Member)
Committee position held in other listed companies. (Only Audit Committee and Stakeholders' Relationship Committee memberships in equity listed companies have been considered)	NIL