Integrated Governance

NEWGEN SOFTWARE TECHNOLOGIES LIMITED

General information about company

Scrip code	540900	
NSE Symbol	NEWGEN	
MSEI Symbol	NOTLISTED	
ISIN	INE619B01017	
Date of start of financial year	01-04-2026	
Date of end of financial year	31-03-2027	
Reporting Quarter Type	Half Yearly	
Date of Quarter Ending	30-09-2026	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	There are no acquisition of shares or voting rights in unlisted companies during the quarter
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	There are not loans/Guarantees/Comfort letters/Securities applicable to the company during the quarter
Risk management committee	Yes	
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	COMZ00178	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory	
Whether the listed entity has a Regular Chairperson	Yes
Whether Chairperson is related to MD or CEO	Yes

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes fo not providir PAN
1	Mr	DIWAKAR NIGAM	00263222	Executive Director	Chairperson related to Promoter	MD	No				Active	NA		01-04-1993	01-06-2024			1	0	1	0		
2	Mr	VARADARAJAN TIRUMALAI SUNDARAJA IYENGAR	00263115	Executive Director	Not Applicable		No				Active	NA		05-06-1992	01-06-2024			1	0	1	0		
3	Mrs	PRIYADARSHINI NIGAM	00267100	Executive Director	Not Applicable		No				Active	NA		20-09-1997	01-06-2024			1	0	0	0		
4	Mr	SAURABH SRIVASTAVA	00380453	Non-Executive - Independent Director	Not Applicable		No				Active	Yes	23-06-2022	30-08-2017	30-08-2022		109.1	1	1	1	0		
5	Mr	SUBRAMANIAM RAMNATH IYER	00524187	Non-Executive - Independent Director	Not Applicable		No				Active	NA		22-11-2017	22-11-2022		106.9	1	1	2	2		
6	Mrs	PADMAJA KRISHNAN	03155610	Non-Executive - Independent Director	Not Applicable		No				Active	NA		24-03-2020	24-03-2025		78.7	1	1	1	0		
7	Mr	SUDHIR KUMAR SETHI	00058105	Non-Executive - Independent Director	Not Applicable		No				Active	NA		30-07-2024	30-07-2024		26.1	1	1	0	0		
8	Ms	SHUBHI NIGAM	11385232	Non-Executive - Non Independent Director	Not Applicable		No				Active	NA		26-11-2025				1	0	0	0		

Annexure I

II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Text Block

Textual Information(1)	the Risk Management Committee of the Board of Directors be and is hereby re-constituted with effect from 01st August 2026, and comprises the following members: - 1. Ms. Padmaja Krishnan, Chairman 2. Mr. Diwakar Nigam, Member 3. Mr, T.S. Varadarajan, Member 4. Mr. Subramaniam Ramnath Iyer, Member 5. Mr. Tarun Nandwani, CEO, Member 6. Mr. Pramod Kumar CGO Member

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00380453	SAURABH SRIVASTAVA	Non-Executive - Independent Director	Member	18-09-2017		
2	00524187	SUBRAMANIAM RAMNATH IYER	Non-Executive - Independent Director	Chairperson	21-11-2017		
3	03155610	PADMAJA KRISHNAN	Non-Executive - Independent Director	Member	09-07-2024		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00524187	SUBRAMANIAM RAMNATH IYER	Non-Executive - Independent Director	Chairperson	22-11-2017		
2	00380453	SAURABH SRIVASTAVA	Non-Executive - Independent Director	Member	18-09-2017		
3	03155610	PADMAJA KRISHNAN	Non-Executive - Independent Director	Member	09-07-2024		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00524187	SUBRAMANIAM RAMNATH IYER	Non-Executive - Independent Director	Chairperson	22-11-2017		
2	00263222	DIWAKAR NIGAM	Executive Director	Member	14-06-2017		
3	00263115	VARADARAJAN TIRUMALAI SUNDARAJA IYENGAR	Executive Director	Member	14-06-2017		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03155610	PADMAJA KRISHNAN	Non-Executive - Independent Director	Chairperson	25-05-2021		
2	00263222	DIWAKAR NIGAM	Executive Director	Member	25-05-2021		
3	00263115	VARADARAJAN TIRUMALAI SUNDARAJA IYENGAR	Executive Director	Member	01-08-2026		
4	00524187	SUBRAMANIAM RAMNATH IYER	Non-Executive - Independent Director	Member	25-05-2021		
5	99999999	TARUN NANDWANI	CHIEF EXECUTIVE OFFICER	Member	01-08-2026		Textual Information(1)
6	99999999	PRAMOD KUMAR	CHIEF GROWTH OFFICER	Member	01-08-2026		Textual Information(2)
7	99999999	VIRENDER JEET	CHIEF EXECUTIVE OFFICER	Member	25-05-2021	01-08-2026	Textual Information(3)
8	99999999	SURENDER JEET RAJ	EVP GLOBAL BUSINESS STRATEGY AND HR	Member	25-05-2021	01-08-2026	Textual Information(4)

Text Block

Textual Information(1)	Mr,Tarun Nandwani being a KMP in the Company does not have DIN.However, his PAN number is AABPN4712D.
Textual Information(2)	Mr,Pramod Kumar being a KMP in the Company does not have DIN.However, his PAN number is AFYPK7257A.
Textual Information(3)	Mr Virender Jeet, being a KMP in the Company does not have DIN.However, his PAN number is AAOPJ2433N
Textual Information(4)	Mr. Surender Jeet Raj, being a KMP in the Company does not have DIN. However his PAN number is ABSPR1660C

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00267100	PRIYADARSHINI NIGAM	Executive Director	Chairperson	12-06-2014		
2	00263115	VARADARAJAN TIRUMALAI SUNDARAJA IYENGAR	Executive Director	Member	12-06-2014		
3	03155610	PADMAJA KRISHNAN	Non-Executive - Independent Director	Member	09-07-2024		

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00263115	VARADARAJAN TIRUMALAI SUNDARAJA IYENGAR	Finance & Operations Committee	Executive Director	Chairperson	
2	00263222	DIWAKAR NIGAM	Finance & Operations Committee	Executive Director	Member	
3	00267100	PRIYADARSHINI NIGAM	Finance & Operations Committee	Executive Director	Member	

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	20-04-2026			Yes	8	6	3
2	30-04-2026	9		Yes	8	8	4
3	29-05-2026	28		Yes	8	7	4
4	12-06-2026	13		Yes	8	7	4
5	02-07-2026	19		Yes	8	6	4
6	16-07-2026	13		Yes	8	7	4

Annexure I

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	20-04-2026				Yes	3	2	2	0
2	Audit Committee	29-04-2026	8			Yes	3	3	3	0
3	Audit Committee	29-05-2026	29			Yes	3	3	3	0
4	Audit Committee	16-07-2026	47			Yes	3	2	2	0
5	Nomination and remuneration committee	29-04-2026				Yes	3	2	2	0
6	Nomination and remuneration committee	01-07-2026	62			Yes	3	3	3	0
7	Risk Management Committee	21-05-2026				Yes	3	2	2	2
8	Stakeholders Relationship Committee	29-04-2026				Yes	3	3	1	0
9	Corporate Social Responsibility Committee	29-04-2026				Yes	3	3	1	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	Aman Mourya
2	Designation	Company Secretary and Compliance Officer

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	Aman Mourya
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Aman Mourya
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	15-10-2026

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Office of the Commissioner,Central Goods & Services Tax Audit Commissionerate, Noida (Assistant Commissioner, Circle-7 / Group-7(2)), CGST, Noida	GST Audit Report No. 105/2026-27 in Form GST ADT-02 issued under Section 65(6) of the CGST Act, 2017 for FY 2020-21 to FY 2023-24. The report records five audit objections, directs discharge of statutory liabilities, and notes that the taxpayer agreed with the observations and deposited the amounts through DRC-03.	01-09-2026	1. Non-payment of GST under RCM on lease rent paid to Yamuna Expressway Industrial Development Authority. 2. Availment of ineligible ITC under Section 17(5) relating to civil construction, hotel accommodation, travel, gifts and employee incentives. 3. Blocked ITC for FY 2023-24 reversed in GSTR-3B Table 4B(2) as temporary instead of permanent reversal in Table 4B(1). 4. Short payment of GST due to difference in taxable turnover reported in GSTR-9 and GSTR-9C. 5. Excess availment of IGST ITC for FY 2022-23 compared with GSTR-2A/2B/8A.	Total amount paid as penalty of Rs. 9,92,823. There is no other operational impact of the audit report.

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Assessment Unit, Income Tax Department	29-09-2023	Appeal filed before CIT(A) vide Form 35 dated 07 October 2023	Pending for Hearing before CIT(A)
2	Assessment Unit, Income Tax Department	30-12-2023	Appeal filed before CIT(A) vide Form 35 dated 23 January 2024	Pending for Hearing before CIT(A)
3	Assessment Unit, Income Tax Department	19-03-2026	Appeal filed before CIT(A) vide Form 35 dated 03 April 2026	Pending for Hearing before CIT(A)