Code of Conduct to Regulate, Monitor and Report Trading in the Securities of the Company.

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Newgen Software Technologies Ltd.

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1. PREFACE:

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI PIT Regulations**"), the Board of Directors of Newgen Software Technologies Limited ("**Newgen Software**" or "**the Company**") has approved the Code of Conduct to regulate, monitor and report trading in the securities of the Company by its Designated Persons and their immediate relatives (**collectively be referred as the "Code")** towards achieving compliance with SEBI PIT Regulations**.**

2. APPLICABILITY OF THIS CODE:

This Code is applicable to:-

1. All designated persons and relatives of designated persons.
2. Insiders

All the designated persons and Insider (wherever applicable) are required to read this Code and comply with its provisions to the extent applicable to them and their immediate relatives, respectively.

3. OBJECTIVES:

The Code is aimed to enable the Company to regulate, monitor and report trading by Designated Persons along with their immediate relatives towards achieving compliance with the SEBI PIT Regulations, adopting the standards set out in provisions of the SEBI PIT Regulations. The objective of this Code is not to discourage from buying or selling shares, but to:

a) Ensure that the Designated Persons and Insiders do not take advantage of unpublished price sensitive information which is received by them during the regular course of their duties.
b) Designated Persons and insiders do not indulge in 'fraudulent' or 'manipulative' transactions.
c) Ensure proper safeguards to the Company.

4. DEFINITION:

Pursuant to the SEBI PIT Regulations, unless the context otherwise requires, the following words, expressions and derivations thereof shall have the meanings assigned to them as under:

4.1 "Act" means the Securities and Exchange Board of India Act, 1992 or any statutory modification thereof as may be applicable from time to time;

4.2 "Code" means this Code of Conduct to Regulate, Monitor And Report Trading in the Securities of the Company;

4.3 "Compliance Officer" means the Company Secretary of the Company;

4.4 "Connected Person" means –

A. any person who is or has during the six months prior to the concerned act been associated with the 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;

B. 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 4.4(A); or
   b. a subsidiary Company or associate Company or holding Company; or
   c. banker of the Company; or
   d. a concern, firm, trust, Hindu undivided family, Company or association of Persons wherein a Director of the Company or his immediate relative, has more than ten per cent. of the holding or interest; or
   e. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
   f. a management consultant advising on the corporate strategy of the Company;
   g. fiduciaries as specified in Regulation 9(2) of the SEBI PIT Regulations.

   Explanation: It is intended that a connected person is one who has a connection with the Company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons, but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in the Company but are in regular touch with the Company and its officers and are involved in the know of the Company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any Company or class of Companies by virtue of any connection that would put them in possession of unpublished price sensitive information.

4.5. "Designated Persons" The Board of Directors shall in consultation with the Chief Executive Officer/ Managing Director and Compliance Officer specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:
   a. Every Promoter of the Company;
   b. A member of the promoter group if associated with the Company or its material subsidiaries by way of whole-time employment or as consultant.
   c. Every Director of the Company;
   d. Every Key Managerial Personnel and Senior Managerial Personnel;
   e. Employees upto two levels below the CEO/Managing Director 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;
   f. Any support staff of the Company including but not limited to, Finance, Legal, Secretarial, IT, CSD, Admin, TP, QSG, Sales and Marketing staff who have access to Unpublished Price Sensitive Information;

g. Other employees of the Company Designated on the basis of their functional role or access to unpublished price sensitive information in the Company, by the Board of directors;
h. Other Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their Board of directors;

4.6 "Free Period or Trading Window" means the period when trading in the Securities of the Company is permitted, and it is not a window closure period;

4.7 "Generally available information" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media

4.8 "Immediate relative" means 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;

4.9 "Insider" means any Person who is:
a. a Connected Person; or
b. in possession of or having access to unpublished price sensitive information;

Provided further that any Person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "Insider" for the purposes of these regulations.

Explanation: It is intended that anyone in possession of or having access to unpublished price sensitive information should be considered an "Insider" regardless of how one came in possession of or had access to such information.

4.10 "Insider Trading" means when Insiders use unpublished price sensitive information to arrive trading in Securities of the Company;

4.11 Key Managerial Personnel in relation to Company" means: -
a. the Chief Executive Officer or the Managing Director;
b. the Whole-time Director;
c. the Chief Financial Officer;
d. the Company Secretary;
e. such other officer, not more than one level below the directors who is in whole-time employment, Designated as key managerial Personnel by the Board;

4.12 "Promoter" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

4.13 "Promoter Group" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

4.14 "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof

4.15 "Trading" means and includes subscribing, redeeming, switching buying, selling, dealing, or agreeing to subscribe, redeem, switch buy, sell, deal in any Securities of the Company, and "trade" shall be construed accordingly.

Explanation: It is intended to widely define the term "trading" to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc when in possession of unpublished price sensitive information.

4.16 "Trading Day" means a day on which the concerned stock exchanges are open for trading where the Securities of the Company are listed;

4.17 "Unpublished price sensitive information" also referred as **"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, include but not restricted to, information relating to the following:-

a. financial results;
b. dividends;
c. change in capital structure;
d. mergers, de-mergers, acquisitions, de-listings, disposals, expansion of business and such other transactions;
e. changes in key managerial personnel.

Explanation: It is intended that information relating to Company or Securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

All the words and expressions used in this Code, unless defined hereafter, shall have meaning respectively assigned to them under the applicable SEBI PIT Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 ("**Act**") and the Rules, Notifications and Circulars made/issued there under, as amended, from time to time.

5. ROLE OF COMPLIANCE OFFICER:

The Board of Directors has appointed the Company Secretary as Compliance Officer. The Compliance Officer shall report to the Board of Directors and in particular, shall provide quarterly reports to the Chairman of the Audit Committee in relation to the mandates of the SEBI PIT Regulations and the Code. In the absence of the Compliance Officer, the Chief Executive Officer or Managing Director shall be authorized to appoint a person, who shall be qualified Company Secretary to act as the Compliance Officer in the period of absence.

a) The Compliance Officer shall maintain the list of the Designated Persons and changes thereto from time to time.

b) The Compliance Officer shall maintain records of all the declarations submitted in the appropriate form given by the Directors and Designated Persons for a minimum period of five years. The declarations may be taken and preserved in either physical form or electronic form.

c) The Compliance Officer shall inform about the window closure period to all the Designated Persons or class of Designated Person, as the case may be, from time to time.

d) The Compliance Officer shall act as the focal point for dealing with the SEBI and stock exchanges in connection with all the matters relating to the compliance and effective implementation of the SEBI PIT Regulations and this Code under the overall supervision of the Board of Directors.

e) The Compliance Officer is authorized to require the Designated Persons to provide details, as necessary or required under the SEBI PIT regulations and this Code. Chief Executive Officer or Managing Director is authorized to take action against the person who denies providing the requisite details to the Compliance officer.

f) The Compliance Officer shall assist all the Designated Persons and insiders in addressing any queries regarding the SEBI PIT Regulations and the Code.

g) The Board of Directors has appointed the Company Secretary as Compliance Officer.

h) Any other roles as specified under the Code and/or as may be delegated/authorized by the Board of Directors from time to time.

6. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

No Insider shall trade in Securities of the Company when in possession of UPSI. When a Person who has traded in Securities has been in possession of UPSI, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession. The reasons for which Insider trades or the purposes to which he/ she applies the proceeds of the transactions are not intended to be relevant for determining whether a Person has violated the regulation. He/ she traded when in possession of UPSI is what would need to be demonstrated at the outset to bring a charge. Once this is established, it would be open to the Insider to prove his/ her innocence by demonstrating the circumstances mentioned in the proviso hereunder, failing which he/ she would have violated the prohibition.

Provided that the Insider may prove his/ her innocence by demonstrating the circumstances including the following: -

i. the transaction is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of Regulation 3 of SEBI PIT Regulations and both parties had made a conscious and informed trade decision.

   Provided that such UPSI was not obtained under Regulation 3 of SEBI PIT Regulations.

Provided further that such off-market trades shall be reported by the Insiders to the Company within two working days. The Company shall notify the particulars of such trades to the stock exchanges within two trading days from receipt of the disclosure or from becoming aware of such information.

ii. The transaction was carried out through the block deal window mechanism between Persons who were in possession of the UPSI without being in breach of clause 6 of this code and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained by either person under Regulation 3 of SEBI PIT Regulations.

iii. The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

iv. The transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

v. In the case of non-individual Insiders: –
   a the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and

   b appropriate and adequate arrangements were in place to ensure that these regulations are not violated, and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

vi. The trades were pursuant to a trading plan set up in accordance with the Code.

7. TRADING PLANS:

An insider shall be entitled to formulate a trading plan for dealing 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. The trading plan shall be submitted by the aforesaid persons in the format as attached in Annexure 1. The Compliance Officer is authorized to modify Annexure 1 as necessary from time to time and for digitization purpose.

7.1 Such trading plan shall:

i. not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;

Note:- It is intended that to get the benefit of a trading plan, a cool-off period of one hundred and twenty calendar days is necessary. Companies declare their results quarterly and there exists a trading restriction, in terms of these Regulations, from quarter end to two days after declaration of quarterly result, which, it is seen, is generally a period of around

one month for most companies. Thus, one hundred and twenty calendar days period is considered reasonably long for unpublished price sensitive information that is in possession of the insider when formulating the trading plan, to become generally available. It is also considered to be a reasonable period for a time lag in which new unpublished price sensitive information may come into being without adversely affecting the trading plan formulated earlier. In any case, it should be remembered that this is only a statutory cool-off period and would not grant immunity from action if the insider were to be in possession of the same unpublished price sensitive information both at the time of formulation of the plan and implementation of the same.

ii. Not entail overlap of any period for which another trading plan is already in existence.
iii. Set out following parameters for each trade to be executed:
(i) either the value of trade to be effected or the number of securities to be traded;
(ii) nature of the trade;
(iii) either specific date or time period not exceeding five consecutive trading days;
(iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation: (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.

(ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.

(iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed]

***NOTE**: It is intended that while regulations should not be too prescriptive and rigid about what a trading plan should entail, they should stipulate certain basic parameters that a trading plan should conform to and within which, the plan may be formulated with full flexibility. The nature of the trades entailed in the trading plan i.e. acquisition or disposal should be set out. The trading plan may set out the value of securities or the number of securities to be invested or divested. Specific dates or specific time period may be set out in the plan. However, there should be an outer limit on the duration of the time period, so that while it allows the insider to split their trades across different dates, duration should not be so long that it is prone to misuse. Further, to protect the insider from unexpected price movements, he may, at the time of*

formulation of trading plan, provide price limits within the range specified in these Regulations.

iv. Not entail trading in Securities for market abuse.

7.2 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the SEBI PIT Regulations and this Code and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. Post receiving the Trading Plan request, the Compliance Officer shall approve/ reject the trading plan as per the inputs received from below a authority.

S. no.	Trading plan/ Pre-Clearance Category	Authority	Remarks
1	Trading Plan of all the Directors, except Chairman & Managing Director and Whole-time Director of the Company	Managing Director or Whole-Time Director of the Company	In case of rejection of the Trading Plan, the Person can approach the Audit Committee.
2	Trading plan of Chairman & Managing Director, whole-time Director and Promoters of the Company	Chairman of the Audit Committee	In case of rejection of plan, the Person can approach the Audit Committee.
3	Trading plan of KMPs including Company Secretary and Senior Managerial Personnel of the Company	Managing Director or Whole-Time Director of the Company	In case of rejection of plan, the Person can approach the Audit Committee.
4	Trading plan of another Insider not included above,	Chief Executive Officer/ Managing Director /Whole-Time Director	In case of rejection of the Trading Plan, the Person can approach the Chairman of the Audit Committee.

7.3 Grounds of Rejection of Trading Plan:

In case the Insider is having prior knowledge, which is not in the public domain relating to the following, the Approving Authority may refuse the trading plan:-

a) Any UPSI.
b) Any Material event or information as specified in the Determination of Material event policy.
c) Any significant changes in operations of the Company having material impact on the financials of the Company including any Significant alliances, etc.
d) The plan would have any potential for violation of the SEBI PIT Regulations

7.4 The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the Securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under 7.1(iii)(iv), the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated as mentioned above or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
(ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

7.5 The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

7.6 It may be noted that pre-clearance, trading window norms shall not be applicable for trades carried out in accordance with the approved trading plan.

8 DISCLOSURE REQUIREMENT:

Disclosures to be made by any Person under this Clause shall include those relating to trading by such Person's immediate relatives, and by any other Person for whom such Person takes trading decisions.

8.1 Initial Disclosures:

a) Every Person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose his / her holding of Securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter, as per Form B set out in Annexure 6.

8.2 Annual Disclosures:

a) Designated Persons shall be required to disclose, within 45 days from the end of every Financial Year, the names and Permanent Account Number, or any other identifier authorized by law of the self and following Persons to the Company on an annual basis and as and when the information changes in Annexure 2. The Compliance Officer is authorized to modify the format of Annexures 2 as required time to time and for digitization purpose.
    i. immediate relatives
    ii. Persons with whom such Designated Person(s) shares a material financial relationship and
    iii. Phone, mobile and cell numbers which are used by them.

b) 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.

Explanation – The term "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.

8.4 Disclosure by other Insiders:

The Company may, at its own discretion require any other Insider including Connected Person or class of Connected Persons to make disclosures of holdings and trading in Securities of the Company and in case of change of their holding to monitor compliance with these regulations.

8.5 To maintain records of all Disclosures:

The Compliance Officer shall maintain records of all the disclosures in the appropriate form given by the aforesaid Persons for a minimum period of five years.

9 TRADING WINDOW AND TRADING RESTRICTIONS:

Designated Persons and their immediate relatives shall conduct all their dealings in the Securities of the Company only in a valid trading window period and must not enter into any dealing in the Company's Securities during the period when the 'Trading Window' is Closed.

a) The trading window can be closed in particular for a Designated Person or class of Designated Persons and their immediate relatives when the Compliance Officer determines that such Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer.

b) The "Trading Window" shall, inter-alia, also be closed as follows: -

Events	Timeframe
Declaration of financial results	Closing of trading window from the end of every quarter till 48 hours after the declaration of financial results to the Stock Exchanges.
Proposal in respect of interim / final dividend	Closing of trading window from the period of seven days prior to the date of the Board Meeting where such UPSI is to be considered or from the date on which the notice, if required, of Board Meeting is sent to Stock Exchanges, as the case may be, or from such other date, as may be prescribed under SEBI Insider Trading Regulations. The Trading Window shall be opened after 48 hours from the information is made public.
Proposal in respect of issue of securities by way of public/ Rights / bonus/ sub-division/ split etc.	
Proposal in respect of significant expansion plans or execution of new large projects	
Proposal in respect of amalgamation, mergers, takeovers	
Proposal in respect of disposal of whole or substantially the whole of the undertaking	
Change in Key Managerial Personnel	
Other material events / or information	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 Trading Window shall be opened after 48 hours from the information is made public.

10 NON-APPLICABILITY OF TRADING WINDOW CLOSURE AND TRADING RESTRICTIONS:

Trading Window Closure and Trading restrictions shall not be applicable on the following: -

a) Designated Persons can exercise their options/ unit, under Newgen ESOP Schemes, Newgen RSU Scheme or other related scheme, during the period when the Trading Window is closed. However, sale of shares allocated on exercise of ESOPs/ options/unit shall not be allowed when Trading Window is closed.

b) transactions specified in clauses 6(i) to (iv) of this Code and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the SEBI.

c) transactions which are undertaken in accordance with respective regulations made by the SEBI such as acquisition by conversion of warrants or debentures, if any subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.

11 PRE-CLEARANCE FOR TRADING IN SECURITIES:

Every Designated Person including their immediate relatives who intends to deal in the Securities of the Company, if the number of Securities intended for transaction has a market value in excess of Rs. 10,00,000 (Rupees Ten Lakhs) in a single transaction or a series of transactions over any calendar Quarter, shall obtain a Pre-Clearance Approval for the proposed transaction as per the procedure prescribed hereunder. The requirement of obtaining Pre-Clearance Approval will also be applicable where the Designated Person intends to pledge the shares of the Company as a collateral security for any purpose including but not limited to loans & guarantee.

Provided that no designated person shall apply for pre-clearance of any proposed trade if he/she is in possession of UPSI, even if trading window is not closed.

Provided further that the pre-clearance requirement shall not apply in case of exercise of options under Newgen share based Scheme(s).

11.1 Procedure to obtain Pre-Clearance Approval to trade:-

a) For the purpose of obtaining Pre-Clearance approval as aforesaid, the concerned Designated Person (including trade of their immediate relatives) shall make an application in the prescribed Form as Annexure 3 to the Compliance Officer together with necessary undertakings. Such application should be complete and correct in all respects and must specify the number of securities intended to be traded

b) Prior to approving any trades, the compliance officer shall be entitled to seek undertakings to the effect that the applicant for pre-clearance is not in possession of any UPSI.

c) The Compliance Officer shall grant the approval or reject the application within Two Trading Days from the date of the receiving Complete & Final application along with all required undertakings and documents. Application with incorrect or partial details or without undertaking or without required annexures/ documents shall not be treated as complete and final application.

d) Grounds of rejection of Pre-Clearance approval: -

i. In case the undertaking and application are not as per requirement or misleading in nature.
ii. In case the Compliance Officer believes that the Insider is having a prior knowledge of UPSI or material price sensitive information/ event, which is not in public domain .
iii. In case the pre-clearance approval request is not submitted atleast 4 clear trading days prior to the starting window closure period.
iv. The plan would have any potential for violation of any of the provisions of SEBI PIT Regulations.
v. Any other ground as may be deemed fit by Managing Director / Chief Executive Officer or Compliance Officer of the Company.

e) The Compliance Officer shall consult with the Managing Director/Chief Executive

Officer of the Company for their inputs, if any while granting or rejecting pre-clearance approval. In case of rejection, the designated person may approach the Chairman of the Audit Committee for an appeal.

f) In case the pre-clearance approval request is received from the Compliance Officer, the Managing Director/Chief Executive Officer of the Company shall grant approval or reject the application. In case of rejection, the Compliance Officer may approach the Chairman of the Audit Committee for an appeal.

g) In case the pre-clearance approval request is received from the Chairman, Managing Director, other Directors, or member of the Promoter Group of the Company, the Compliance Officer shall consult with the Chairman of the Audit Committee for input, if any while granting or rejecting pre-clearance approval.

h) In case the pre-clearance approval request is received from the Chairman of the Audit Committee, the Compliance Officer shall consult with the Managing Director/Whole-Time Director/ while granting or rejecting pre-clearance approval.

i) The approval and rejection shall be in the form prescribed in Annexure 4. The Compliance Officer at his sole discretion may revise or modify the format of Annexures 3 and 4 as necessary, from time to time, for approval or rejection and to digitize the process.

j) The Compliance Officer shall not approve any pre-clearance application during the Trading Window Closure Period.

k) Such Designated Person shall ensure that they complete the execution of every transaction for which a Pre-Clearance Approval has been obtained within Seven Trading Days of such approval. The details of the transaction, in Annexure 5 shall be communicated to the Compliance Officer within two Trading Days thereof.

l) In case, the Person is unable to execute the order within Seven Trading Days, subject to window closure period, after the approval, a fresh application for pre-clearance (as mentioned above) shall be made. The Designated Person and Immediate Relatives are also required to report on the decisions not to trade after securing pre-clearance, recording of reasons for such decisions to the Compliance Officer. The aforesaid report shall be in the prescribed form as Annexure 5.

m) Any Designated Person (including trade of his/her immediate relatives) who trades in the Securities without complying with the pre- clearance procedure as envisaged in this Code or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in the SEBI PIT Regulations and this Code.

n) A Designated Person shall not engage in any transaction exceeding the value/ quantity of shares as stated in the Pre-Clearance Trade approval during its validity period. If the Designated Person intends to trade again in the company's shares within the same quarter in which the last pre-clearance application applied, they must obtain fresh pre-clearance approval for such proposed trades.

11.2 It may be noted that the trades executed as per the approved trading plans shall not be subject to pre-clearance approval.

11.3 Minimum Holding period: - Designated Person (including their immediate relatives) who buys or sells any number of shares of the Company, shall not enter into any contra trade during the next six months period, which is the minimum holding period, following the prior transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the SEBI PIT Regulations and the Code.

11.4 Designated Persons and their immediate relatives shall also not take positions in derivative transactions in the shares of the Company at any time. It may be noted that should a contra 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 the credit to Investor Protection and Education Fund set up by the SEBI.

11.5 It may be noted that acquisition of shares on Exercise of Options/units under Newgen ESOP Schemes and other Schemes shall not be considered Trading. The Designated Person can exercise their options/units as vested even if he/she has sold shares during previous six months period. However, sale of shares acquired on exercise of stock options/units is considered as trading of shares.

12 FORMULATION OF STANDARD PROCEDURE AND MECHANISM FOR PREVENTION OF INSIDER TRADING:

12.1 A process for how and when people are brought 'inside' on sensitive transactions are given under clause 14 of this Code.

12.2 The Chief Executive Officer/ Managing Director of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the code and SEBI PIT Regulations to prevent Insider trading. The internal controls shall include the following: -

a) all employees who have access to UPSI are identified as 'Designated Person' and such control shall also include the process to identify the Designated Persons.

b) all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of SEBI PIT Regulations;

c) adequate restrictions shall be placed on communication or procurement of UPSI as required by SEBI PIT Regulations;

d) lists of all employees and other Persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed, or notice shall be served to all such employees and Persons;

e) Procedure to maintain digital database as stipulated in the SEBI PIT Regulations.

f) all other relevant requirements specified under SEBI PIT Regulations shall be complied with;

g) Procedure for investigation of non-compliance or violation of the Code or PIT Regulations:

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

12.3 Insiders and Designated Persons are also in obligation to get familiarize themselves with the following Code and Polices: -

a) A Policy for Determination of "Legitimate Purposes".
b) Policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

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

13. PROTECTION TO EMPLOYEES FILING VOLUNTARY INFORMATION DISCLOSURE FORM:

13.1 Any employee, who files a Voluntary Information Disclosure Form ("VIDF") in terms of Chapter IIIA of the SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, irrespective of whether the information is considered or rejected by SEBI and irrespective of whether the employee is eligible for a reward in terms of Chapter IIIA of the aforesaid SEBI Regulations, shall not be discriminated, discharged, terminated, demoted, suspended, threatened, or harassed, directly and indirectly, for any of the following reasons:

a) filing a VIDF;

b) testifying, participating, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or

c) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement which are solely for preventing such employee from cooperating with SEBI in any manner.

Explanation- For the purpose of this clause, "Employee" means an individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and is a director, regular or contractual employee, but does not include an advocate.

13.2 No action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the

investigation. Any other Employee/business associate assisting in the said investigation initiated pursuant to the terms of aforesaid Chapter IIIA of the SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 shall also be protected to the same extent as the Whistle blower.

13.3 It is not mandatory for the employee to notify the Company of any Voluntary Information Disclosure Form filed with the SEBI or to seek its prior permission or consent or guidance of any person, if any, engaged by the Company before or after such filing.

13.4 Any term in an employment agreement or this Code shall be void in so far as it purports to preclude any employee from submitting to the SEBI information relating to the violation of the securities laws that has occurred, is occurring or has a reasonable belief that it would occur.

14. PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS

Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information. Any person in possession of or having access to UPSI while transacting any business activity shall come into the domain of 'insider'. The following procedure has been adopted to bring people 'inside' on transactions involving UPSI and making them aware of the utmost importance of keeping the confidentiality of such Information:

a) UPSI shall be identified by the Company and appropriate measures shall be taken to maintain the confidentiality of such information.

b) An employee of the Company and its subsidiaries can be brought 'inside' only if he / she is conversant with their obligation to preserve confidentiality and after obtaining approval of the Head of the Department and Chief Executive Officer or Chief Financial Officer or Compliance Officer of the Company handling the said Unpublished Price Sensitive Information. The need for the person to know the Unpublished Price Sensitive Information shall also be stated while seeking approval.

c) A person other than an employee of the Company can be brought 'inside' only after ensuring that the organization represented by such person has an appropriate code in place covering the compliance to be ensured by the fiduciary / intermediary under the Regulations.

d) Confidentiality agreements shall be entered into with the person other than employees of the Company and its subsidiaries, before sharing of Unpublished Price Sensitive Information.

e) The information about sharing of Unpublished Price Sensitive Information shall be promptly submitted in the digital database of the Company. In case such person not having rights to submit the details in the digital database, he/ she shall inform the same to the Compliance Officer for updating in the digital database.

f) Once a person is brought 'inside', Permanent Account Number or any other identifier authorized by law, where Permanent Account Number is not available, shall be submitted in the digitally database of the Company or promptly shared to the Compliance Officer for

updating the digital database.

g) Once a person is brought inside, they shall not deal in Company's securities during the term of their engagement with the Company or till such time the information disclosed to them becomes generally available information.

h) The Compliance Officer may require the person brought inside to make disclosure of holdings in securities of the Company in order to monitor compliance with the Regulations.

i) The Company shall circulate necessary notice of circular(s) for the awareness on handling UPSI.

j) All Unpublished Price Sensitive Information directly received by any Insider should be first reported to his Group head who after assessing the sensitivity of the issue will report to the Compliance Officer.

15. DUTIES AND RESPONSIBILITIES OF INSIDERS:

a) All insiders should maintain absolute confidentiality on any UPSI and shall not disseminate any such information to anyone including other insiders except for communication is in furtherance of legitimate purposes, without express permission of the Board of Directors or an advice from the Compliance Officer.

b) The insiders shall not trade or induce any other person to trade in the shares of the Company while in the possession of UPSI.

c) The insiders shall cooperate with the Company in conducting all the internal controls checks, periodic process review and inquiry in case of leakage of UPSI as per the prescribed procedures of the Company.

d) In any instance, where any insider knowingly or unknowingly discloses any UPSI to any outsider or any insider has reasonable ground to believe that any UPSI is disclosed to any outsider, they will promptly bring this to the notice of the compliance officer to take such steps as are necessary to preserve the confidentiality of the information including requiring the outsider to sign a confidentiality agreement.

16. PROCEDURE FOR INVESTIGATING THE VIOLATION UNDER SEBI PIT REGULATIONS AND THIS CODE:

16.1 Investigating in the matter, related with Leakage or suspect of UPSI and/or Insider Trading by any designated persons/ Insider, shall be dealt according with Policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

16.2 Investigation in other matters including violation related with non - disclosure or delayed disclosure, dealing in shares during trading window closure, which doesn't fall under Insider Trading, trading without pre-clearance, contra trade, gives false undertakings/

misrepresentations in the undertakings etc., shall be conducted as per below Process.

a) The Company shall, on becoming aware suo moto or on receipt of such violation, follow the procedure as stated in this policy in order to inquire the matter: -

b) The Compliance Officer shall analyze the possibility of Violation(s) and shall send a Show Cause Notice/ email to such designated person or Insider, who have, or his/her immediate relatives done such non-compliance/violation/ contravention, within seven working days from becoming aware or receipt of such violation. If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.

c) The Compliance Officer shall endeavor to collect the necessary information, evidence or related documents from such designated person/ Insider. The Compliance Officer may seek any legal advice if required.

d) Post collecting the necessary information, evidence or related documents, the Compliance Officer shall preparate the draft ATR/ Observation Note for the Audit Committee.

e) Audit Committee shall discuss the ATR/ observation note as shared by the Compliance Officer. If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed. The Audit Committee may seek any internal/external assistance to carry out further inquiry and investigation if required. Considering the seriousness and complication of the matters, the Audit Committee may form an Enquiry Committee, consisting of at least 3 employees, including Compliance Officer, for further inquiry/ investigation.

f) The Audit Committee, if forms an opinion that the person is guilty of such violation, then it will order for necessary disciplinary proceedings, which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) Regulations, 2015 and any other statutory enactments, as applicable.

g) The Audit Committee put forward its recommendation to the Board of Directors for its noting.

h) The investigation along with the issuance of direction/order by the Audit Committee shall have to be completed within 60 days of becoming aware or on receipt of an intimation of a leak or suspected leak of UPSI.

i) The Designated Persons/ Insider shall cooperate with the Company in connection with such inquiry conducted by the Company.

j) Any refusal or non-corporate by aforesaid persons, shall constitute misconduct, rendering such persons liable for disciplinary action. The Audit Committee shall have the right to terminate the inquiry proceedings or to give an ex-parte decision on the Subject, if the Subject fails, without sufficient cause, to present themselves, for any meeting convened by the Audit Committee.

k) The Company shall promptly inform the concerned stock exchanges where the securities are traded of such leaks, inquiries and results of such inquiries.

16.3 Action taken by the Company for violation of the SEBI PIT Regulations and the Code against any such aforesaid Persons will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

17. PENALTY FOR CONTRAVENTION OF THIS CODE:

a) Every Designated Person and Insider shall be individually responsible for complying with the provisions of the SEBI PIT Regulations and this Code including to the extent the provisions hereof are applicable to his/her immediate relatives.

a) Every person who violates this Code shall, in addition to any other penal action that may be taken pursuant to law, also be subject to disciplinary action by the Audit Committee after giving reasonable opportunity to them to show-cause. The disciplinary action may include, wage freeze, suspension, recovery, clawback, disgorged of gain, ineligibility for future participation in the Company's stock option/RSUs plans or termination, as may be decided by the Audit Committee or the Board of Directors or any other person authorized by the Board. Provided that such amount of penalty shall be remitted to the Investor Protection and Education Fund administered by the Securities Exchange Board of India.

b) Under the provisions of the SEBI Act, any Insider who indulges in Insider trading in contravention of the Regulations, is liable to a penalty which shall not be less than ten lakh rupees, but which may extend to twenty-five crore rupees or three times the amount of profits made out of Insider trading, whichever is higher or any other penalty as may be prescribed by the SEBI time to time.

c) The Designated Person and Insider against whom information has been furnished by the Compliance Officer to SEBI for violations of the SEBI PIT Regulations/Code, shall provide all information and render necessary co-operation as may be required by the Compliance Officer or SEBI in this connection.

18. CLARIFICATION AND ENQUIRIES:

The Compliance Officer may be contacted for any assistance as to the interpretation and application of this Code.

19. AMENDMENT:

Any or all provisions of the Code would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued by the SEBI and other Government Regulatory Authorities, from time to time.

20. GENERAL:

In the event of any conflict between the provisions of this Code and of the Act or SEBI Regulation or any other statutory enactments, rules, the provisions of such Act or Listing Regulation or statutory enactments, rules shall prevail over this Code.

Sd/-
Diwakar Nigam
Chairman & Managing Director
Date: 18.07.2024

Annexure 1

TRADING PLAN

To,
The Compliance Officer
Newgen Software Technologies Limited

Dear Sir,
I, _____, in my capacity as _____of the Company hereby submit the trading plan with respect to dealing in securities of the Company for a total period of 12 months from to_____.

DP ID/ Client ID / Folio No.	Type of Security	No. of Securities held (as on date)	Nature of Trade (Buy/ Sell)	Proposed Date/time period of trade	No. /total amount of securities proposed to be traded

With respect to the above trading plan, I hereby undertake that I shall:

I. Not entail commencement of trading on behalf of the insider earlier than 6 months from the public disclosure of the plan.

II. Not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of financial results for the said period;

III. Not commence the trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, do not comes into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.

IV. Not tender any other trading plan for the period for which the above trading plan is already in force; and

V. Not entail trading in securities for market abuse

Date…….
Place…….

Signature.....

Name

& Designation……..

Annexure 2

ANNUAL DISCLOSURE BY DESIGNATED PERSONS

(In pursuance of Newgen's Code of prohibition of insider trading and SEBI (Prohibition of Insider Trading) Regulations, 2015

To
The Company Secretary & Compliance Officer
Newgen Software Technologies Limited
E-44/13, Okhla Phase - II,
New Delhi - 110020

I,_____, having PAN_____, do hereby submit the following details, as required to be disclosed by the Designated Person, under SEBI (Prohibition of Insider Trading) Regulations, 2015:

I. Details of immediate relatives:

S.No.	Name of the Immediate Relative	Relationship with the Designated Person	PAN	Mobile No.

**" Immediate relatives" means 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.*

Spouse shall be deemed as financial dependent unless there is any order by competent court.

II. Details of the persons with whom I share a material financial relationship:

S.No.	Name of the Person	PAN	Mobile No.

"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 during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships *in which the payment is based on arm's length transactions.*

III. Details of the Educational institutions from which I have graduated (one time Disclosure only):

S.No.	Name of the College/Educational Institution	Name of the University

IV. Details of my past employers / organizations:

S.No.	Name of Employers/Organizations	Designation

I do hereby undertake that I shall update the changes, as and when take place, in the information provided above.

I do hereby undertake that I have read, understood and complied with the Newgen's Code of Practices & Procedures for fair Disclosure and Code of Conduct to regulate, monitor and report trading and all policies and procedures set forth in the above-referenced Code.

And I am aware of my responsibilities and duties attached therein and the liabilities attached to the contravention of the Code.

Signature : ……..
Employee Name : ……..
Date: Employee Code : ……..
Place: Designation : ……..
Contact No. : ……..

ANNEXURE 3
APPLICATION FOR PRE-CLEARANCE

To
The Company Secretary & Compliance Officer
Newgen Software Technologies Limited
E-44/13, Okhla Phase - II,
New Delhi - 110020

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Newgen's Code thereto, I hereby seek approval to trade in the securities of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Relationship with the Applicant (Self/Immediate Relative)	
4.	Number of securities held as on date	
5.	DP ID / Client ID No.	
6.	The proposal is for Purchase/ sale/ subscription / other dealing *In case other dealing please specify*	(a)
7.	Proposed date of trading in securities	
8.	Number of securities proposed to be trade	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market trade	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

You are requested to give your permission to trade in the equity shares/ other securities of the Company as requested above.
I declare that:
1. the order for trading shall be executed within 7 (seven) trading days after approval is granted to me and an intimation of the same will be given to the Compliance Officer within 2 (two) Trading Days thereof.

2. if the order for trading is not executed within 7 (seven) trading days after the approval is granted to me, I will inform the Compliance Officer with reasons of not executing the aforesaid trade.

3. I enclose herewith the Undertaking signed by me.

Date: Signature
Place: Name & Designation

Annexure - 4

To,
Name:
Designation:

Sub.: Pre-clearance approval Number …….
Reference: Your application dated_____
Whether want to Approve the form or Disapprove the form

1) For Approval

PRE-CLEARANCE ORDER

This is to inform you that your request for dealing in _____ (numbers) Equity Shares of the Company comprised in your application dated_____ , pursuant to Newgen's Code, is approved.

Please note that the said transaction must be completed within seven trading days from the date of this approval.

You shall report trades executed or decisions not to trade after securing pre-clearance along with recording of reasons for such decisions by submitting a declaration to the Compliance Officer as per Annexure 8 of the Code.

If you fail to complete the transaction within the stipulated period, you will be required to make an application for the pre-clearance of the said transaction afresh.

You shall not enter into any counter trade i.e. selling or buying of shares within six months of date of such buying or selling respectively.

2) For Rejection

PRE-CLEARANCE ORDER

This is to inform you that your request for dealing in _____ (numbers) Equity Shares of the Company comprised in your application dated_____ , pursuant to Newgen's Code, has been rejected due to the following reasons:

1. ……
…….
2. ……
…….

For any further clarification you may contact the undersigned.
For Newgen Software Technologies Limited

Compliance Officer
Date

Annexure 5

DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 trading days of transaction / trading in securities of the Company)

To
The Company Secretary & Compliance Officer
Newgen Software Technologies Limited
E-44/13, Okhla Phase - II,
New Delhi - 110020

Sub.: Details of Dealings
Ref. Your Approval letter No. …… dated……

Dear Sir,

Pursuant to the aforesaid approvals, I hereby inform that:

I /my immediate relative have traded in the securities of the Company as mentioned below:
-)

(strike out whichever is not applicable)

Name of holder	No. of securities traded	Bought/ sold/ subscribed/ Other dealing (please specify)	DP ID/ Client ID/ Folio No.	Price (Rs.)	Trading in NSE/BSE or Off Market

OR

I/my immediate relative ……. Did not execute the transections pre-approved by the Compliance Officer due to ……..... ……..

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

I acknowledge that I / my immediate relative, as mentioned above, is prohibited to enter into an contra trade i.e sell or buy respectively any number of securities during the next six months following the aforesaid transection

Signature: _____

_____

_____
Name:
Date:

Annexure 6

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 relatives/ others etc.)	Date of appointment of Director/ KMP or Date of becoming Promoter	Securities held		% of Shareholding
			Type of security (For e.g. – 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.*

Name & Signature: Designation:
Date:
Place: