



**NEWGEN**

**Newgen Software Technologies Limited**

CIN: U72200DL1992PLC049074

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**Amendment to Notice of 25<sup>th</sup> Annual General Meeting**

To the Shareholders of Newgen Software Technologies Limited

Notice is hereby given in respect of the business proposed at the 25th Annual General Meeting of Newgen Software Technologies Limited ("Company") scheduled to be held on 28th July, 2017 at D- 152, Okhla Phase – I, New Delhi at 4.30 PM, notice of which was sent on 4th July' 2017. We wish to proposed the additional one Special Resolution set out below for your consideration and approval.

**Proposed new Resolution:**

**To approve and take on record the re-classification of equity shares with differential rights issued by the Company as Equity Shares and if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution.**

**"RESOLVED THAT** pursuant to the provisions of Section 48(1), the proviso thereto and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and the rules made thereunder and the resolution dated March 17, 2017 of the holders of the equity shares with differential rights ("Equity DVRs"), the members of the Company hereby approve and take on record the expiry of differential rights attached to the Equity DVRs, pursuant to which, the Equity DVRs henceforth shall rank *pari passu* with the Equity Shares .

**RESOLVED FURTHER THAT,** consequently, the holders of the Equity DVRs shall henceforth be included and treated as holders of Equity Shares and all rights available to the holders of Equity Shares shall be available to such holders of the Equity DVRs.

**Explanatory statement pursuant to section 102 of the Companies Act, 2013.**

Subsequent to the expiration of the special rights attached to Equity shares with Differential Voting Rights ("Equity DVRs") held by Unit Trust of India Investment Advisory Services Limited a/c Ascent India Fund III and IDG Ventures India Fund III LLC (the "Investors"), the holders of the Equity DVRs, pursuant to their resolution dated 17th March, 2017, approved and acknowledged the expiration of such special rights attached to the Equity DVRs, automatically, on conversion of the 0.01% compulsorily convertible preference shares of ₹ 10 each of the Company ("CCPS") into Equity Shares of the Company held by the

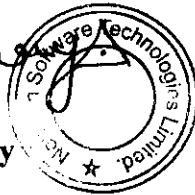
Investors and have taken note that Equity DVRs would rank pari passu from the date on which such special rights expire.

The Board of Directors recommends the above Resolution for approval by the Members by way of special resolution.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company.

**By Order of Board of Directors  
For Newgen Software Technologies Limited**

*Aman Mourya*  
**Aman Mourya**  
**Company Secretary**



**Date: 06.07.2017**  
**Place: New Delhi**