



Newgen Software Technologies Limited

CIN: L72200DL1992PLC049074, Registered Office: E-44/13, Okhla Phase II, New Delhi 110020, India
Tel: +91 11 46533200, 26384060, 26384146 Fax: +91 11 26383963

Date: 18th May 2023

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex Bandra (E), Mumbai – 400051
Ref.: Newgen Software Technologies Limited (NEWGEN/INE619B01017) Scrip Code – 540900	Ref.: Newgen Software Technologies Limited (NEWGEN/INE619B01017)

Sub.: Annual Secretarial Compliance Report for the financial year ended 31st March 2023

Dear Sir/Ma'am

With reference to above captioned subject, we would like to submit herewith Annual Secretarial Compliance Report of the Company for financial year ended 31st March 2023.

This is for your information and record.

Thanking you.

For Newgen Software Technologies Limited

Aman Mourya
Company Secretary

Enc.: a/a



AIJAZ & ASSOCIATES

Practicing Company Secretaries

To
The Board of Directors
Newgen Software Technologies Limited
E-44/13, Okhla Phase-II
New Delhi-110020

**Sub.: Annual Secretarial Compliance Report of Newgen Software Technologies Limited ("the Company")
for the Financial Year 2022-23**

Dear Sirs,

We have been engaged by M/s. Newgen Software Technologies Limited (hereinafter referred to as the "Company") bearing CIN: L72200DL1992PLC049074 whose Equity Shares are listed on BSE Limited (BSE) and on National Stock Exchange Limited (NSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance Report is attached herewith.

Date : 26.04.2023
Place: New Delhi

Signature :

Name : M Aijaz

FCS No. : 6563

C.P. No. : 7040

P.R.C. No.: 2632

UDIN : F006563E000200999



SECRETARIAL COMPLIANCE REPORT OF NEWGEN SOFTWARE TECHNOLOGIES LIMITED
FOR THE YEAR ENDED 31ST MARCH 2023

[As per the Regulation 24(A) of SEBI (LODR) Regulations, 2015 as amended from time to time]

The Members
 Newgen Software Technologies Limited
 New Delhi-110020

We, Aijaz & Associates, Practicing Company Secretaries, Secretarial Auditors of your Company have examined:

- (a) all the documents and records made available to us and explanation provided by Newgen Software Technologies Limited (“the listed entity”),
- (b) the filings/submissions made by the listed entity to the Stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March 2023** (“Review Period”) in respect of compliances with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulations) Act, 1956 (“SCRA”), rules made there-under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the period under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable for the period under review;**
- (k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there-under, except in respect of matters specified below:

- **Refer Annexure ‘A’ annexed to the Report**

- (b) The listed entity has taken the following actions to comply with the observations made in previous



reports:

- **Refer Annexure 'B' annexed to the Report**

We further report that-

- The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by NSE Limited and BSE Limited.
- There was no event of appointment/re-appointment/resignation of Statutory Auditors of the Listed Entity during the review period.

Further, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report –

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standard</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Complied
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	Complied
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	Complied
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Complied
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as Well as other subsidiaries	Yes	Complied



6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	Complied
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	Complied
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	Complied
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	Complied
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Complied
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder	Yes	No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by BSE & NSE under SEBI Regulations and circulars/ guidelines issued thereunder during the year under review



12.	<u>Additional Non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	N.A.	None
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Date : 26.04.2023
Place: New Delhi


Signature :

Name : M Aijaz

FCS No. : 6563

C.P. No. : 7040

P.R.C. No.: 2632

UDIN : F006563E000200999



Annexure 'A'

The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there-under, except in respect of matters specified below:

Compliance Requirement (Regulations /circulars/ Guidelines including specific clause)	Regulation /Circular No.	Deviations	Type of Action	Type of Action (Advisory/ Clarification/Fine/ Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
None	N.A.	None	None	None	None	NIL	Not Any	N.A.	N.A.

Annexure 'B'

The listed entity has taken the following actions to comply with the observations made in the previous reports:

Compliance Requirement (Regulations /circulars/ Guidelines including specific clause)	Regulation /Circular No.	Deviations	Type of Action	Type of Action (Advisory/ Clarification/Fine/ Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
None	N.A.	None	None	None	None	NIL	Not Any	N.A.	N.A.

