

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L72200DL1992PLC049074

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACN0500F

(ii) (a) Name of the company

NEWGEN SOFTWARE TECHNOI

(b) Registered office address

A-6SATSANG VIHAR MARG
QUTAB INSTITUTIONAL AREA
NEW DELHI
Delhi
110067

(c) *e-mail ID of the company

investors@newgensoft.com

(d) *Telephone number with STD code

01146533200

(e) Website

https://newgensoft.com

(iii) Date of Incorporation

05/06/1992

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 27/07/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J2	Publishing of computer operating systems, system software, application software,	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NEWGEN COMPUTERS TECHNOC	U74899DL1993PLC051791	Subsidiary	100
2	NEWGEN SOFTWARE INC. USA		Subsidiary	100

3	NEWGEN SOFTWARE TECHNOI		Subsidiary	100
4	NEWGEN SOFTWARE TECHNOI		Subsidiary	100
5	NEWGEN SOFTWARE TECHNOI		Subsidiary	100
6	NEWGEN SOFTWARE TECHNOI		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	98,000,200	69,955,701	69,955,701	69,955,701
Total amount of equity shares (in Rupees)	980,002,000	699,557,010	699,557,010	699,557,010

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	98,000,200	69,955,701	69,955,701	69,955,701
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	980,002,000	699,557,010	699,557,010	699,557,010

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	11,999,800	0	0	0
Total amount of preference shares (in rupees)	119,998,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	11,999,800	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	119,998,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	69,585,701	695,857,010	695,857,010	
Increase during the year	370,000	3,700,000	3,700,000	0
i. Public Issues	0	0	0	
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	370,000	3,700,000	3,700,000	
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	69,955,701	699,557,010	699,557,010	
Preference shares				
At the beginning of the year	0	0	0	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee <input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			745,321,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			745,321,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

5,774,011,915.82

(ii) Net worth of the Company

5,199,678,390.03

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	33,481,712	47.86	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	33,481,712	47.86	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	19,327,546	27.63	0	
	(ii) Non-resident Indian (NRI)	436,234	0.62	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	13,339	0.02	0	
6.	Foreign institutional investors	9,296,068	13.29	0	
7.	Mutual funds	3,272,896	4.68	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	149,756	0.21	0	
10.	Others ESOP TRUST, CLEARING ME	3,978,150	5.69	0	
	Total	36,473,989	52.14	0	0

Total number of shareholders (other than promoters)

22,124

**Total number of shareholders (Promoters+Public/
Other than promoters)**

22,126

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MALABAR INDIA FUN	AS PER ANNEXURE ATTACHED			5,678,931	
GOLDMAN SACHS IND	AS PER ANNEXURE ATTACHED			2,813,270	
SEXTANT AUTOOUR DU	AS PER ANNEXURE ATTACHED			489,115	
KABOUTER EMERGING	AS PER ANNEXURE ATTACHED			225,359	
ALLIANZ GLOBAL INVI	AS PER ANNEXURE ATTACHED			53,554	
ARK GLOBAL EMERGIN	AS PER ANNEXURE ATTACHED			20,034	
EMERGING MARKETS C	AS PER ANNEXURE ATTACHED			4,096	
ACADIAN EMERGING I	AS PER ANNEXURE ATTACHED			4,056	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
THE EMERGING MARK	AS PER ANNEXURE ATTACHED			3,784	
EMERGING MARKETS S	AS PER ANNEXURE ATTACHED			2,514	
BNP PARIBAS ARBITRA	AS PER ANNEXURE ATTACHED			890	
DIMENSIONAL FUNDS	AS PER ANNEXURE ATTACHED			465	

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	23,890	22,124
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	47.86	0
B. Non-Promoter	1	3	1	4	11.39	0
(i) Non-Independent	1	0	1	0	11.39	0
(ii) Independent	0	3	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	3	3	4	59.25	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
DIWAKAR NIGAM	00263222	Managing Director	18,472,406	
VARADARAJAN TIRUM	00263115	Whole-time director	15,009,306	
PRIYADARSHINI NIGA	00267100	Whole-time director	7,968,906	
KAUSHIK DUTTA	03328890	Director	0	
SAURABH SRIVASTAV	00380453	Director	0	
SUBRAMANIAM RAMN	00524187	Director	0	
PADMAJA KRISHNAN	03155610	Additional director	0	
ARUN KUMAR GUPTA	ADTPG6017D	CFO	54,900	
AMAN MOURYA	AJIPA0415G	Company Secretar	1,300	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
KAUSHIK DUTTA	03328890	Director	09/07/2019	REAPPOINTMENT
PADMAJA KRISHNAN	03155610	Additional director	24/03/2020	APPOINTMENT

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	07/08/2019	22,543	167	60.85

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/05/2019	6	6	100
2	24/07/2019	6	5	83.33
3	22/10/2019	6	6	100
4	21/01/2020	6	6	100
5	24/03/2020	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

9

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	14/05/2019	3	3	100
2	AUDIT COMM	24/07/2019	3	3	100
3	AUDIT COMM	22/10/2019	3	3	100
4	AUDIT COMM	21/01/2020	3	3	100
5	AUDIT COMM	24/03/2020	3	3	100
6	NOMINATION	14/05/2019	3	3	100
7	NOMINATION	24/03/2020	3	3	100
8	CORPORATE	14/05/2019	3	3	100
9	STAKEHOLDER	14/05/2019	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/07/2020
								(Y/N/NA)
1	DIWAKAR NIC	5	5	100	1	1	100	Yes
2	VARADARAJA	5	5	100	2	2	100	Yes

3	PRIYADARSHI	5	4	80	1	1	100	Yes
4	KAUSHIK DUTTA	5	5	100	8	8	100	Yes
5	SAURABH SRIVASTAVA	5	5	100	7	7	100	No
6	SUBRAMANIAM RAJAN	5	5	100	8	8	100	Yes
7	PADMAJA KRISHNAN	0	0	0	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	DIWAKAR NIGAM	CHAIRMAN & M	20,325,760	7,500,000	0	73,584	27,899,344
2	T.S. VARADARAJA	WHOLE-TIME D	9,600,600	4,500,000	0	156,660	14,257,260
3	PRIYADARSHINI N	WHOLE-TIME D	4,718,000	3,000,000	0	39,600	7,757,600
	Total		34,644,360	15,000,000	0	269,844	49,914,204

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ARUN KUMAR GUPTA	CHIEF FINANCI	5,438,800	0	460,240	2,378,248	8,277,288
2	AMAN MOURYA	COMPANY SEC	1,445,490	0	235,810	0	1,681,300
	Total		6,884,290	0	696,050	2,378,248	9,958,588

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KAUSHIK DUTTA	INDEPENDENT	0	1,666,667	0	1,400,000	3,066,667
2	SAURABH SRIVASTAVA	INDEPENDENT	0	1,666,667	0	1,300,000	2,966,667
3	SUBRAMANIAM RAJAN	INDEPENDENT	0	1,666,667	0	1,400,000	3,066,667
	Total		0	5,000,001	0	4,100,000	9,100,001

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

M. AIJAZ

Whether associate or fellow

Associate Fellow

Certificate of practice number

7040

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIWAKA R NIGAM
Digitally signed by
DIWAKAR NIGAM
Date: 2020.08.18
17:31:19 +05'30'

DIN of the director

To be digitally signed by

MOHAMMED AJAZ
Digitally signed by
MOHAMMED AJAZ
Date: 2020.08.20
15:46:23 +05'30'

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT-8.pdf
details of FII as on 31st March 2020.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company