

Corporate Governance

| General information about company | |
|-----------------------------------|--------------------------------------|
| Scrip Code | 540900 |
| NSE Symbol | NEWGEN |
| MSEI Symbol | NOTLISTED |
| ISIN | INE619B01017 |
| Name of the entity | Newgen Software Technologies Limited |
| Date of start of financial year | 01-APR-2023 |
| Date of end of financial year | 31-MAR-2024 |
| Reporting Quarter | Yearly |
| Date of Report | 31-Mar-2024 |
| Risk management committee | Not Applicable |

| Annexure I to be submitted by listed entity on quarterly basis | | | | | | | | | | | | | |
|--|-----------------|----------------------|--|----------|--------------------------------------|---------------------------------|-------------------------|---------------|---------------------------------------|--------------------------------|------------------------------|-------------|---|
| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | |
| Whether the listed entity has a Regular Chairperson | | | | | | | | Yes | | | | | |
| Whether Chairperson is related to MD or CEO | | | | | | | | Yes | | | | | Disqualification of Directors under section 164 of the Comp |
| Sr | Title (Mr / Ms) | Name of the Director | | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Detail disq | |
| 1 | Mr. | DIWAKAR NIGAM | | 00263222 | Executive Director | Chairperson related to Promoter | MD | 12-Oct-1954 | No | | | | |
| 2 | Mr. | T.S. VARADARAJAN | | 00263115 | Executive Director | Not Applicable | | 05-May-1952 | No | | | | |
| 3 | Mrs. | PRIYADARSHINI NIGAM | | 00267100 | Executive Director | Not Applicable | | 26-Mar-1957 | No | | | | |
| 4 | Mr. | KAUSHIK DUTTA | | 03328890 | Non-Executive - Independent Director | Not Applicable | | 01-May-1962 | No | | | | |
| 5 | Mr. | SAURABH SRIVASTAVA | | 00380453 | Non-Executive - | Not Applicable | | 04-Mar- | No | | | | |



Independent
Director

1946

Audit Committee Details

| Whether the Audit Committee has a Regular Chairperson | | | | | | | Yes |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Rema |
| 1 | 03328890 | KAUSHIK DUTTA | Non-Executive - Independent Director | Chairperson | 09-Jul-2014 | | |
| 2 | 00380453 | SAURABH SRIVASTAVA | Non-Executive - Independent Director | Member | 18-Sep-2017 | | |
| 3 | 00524187 | SUBRAMANIAM RAMNATH IYER | Non-Executive - Independent Director | Member | 22-Nov-2017 | | |

Nomination and remuneration committee

| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | | | Yes |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Rema |
| 1 | 00524187 | SUBRAMANIAM RAMNATH IYER | Non-Executive - Independent Director | Chairperson | 22-Nov-2017 | | |
| 2 | 03328890 | KAUSHIK DUTTA | Non-Executive - Independent Director | Member | 09-Jul-2014 | | |
| 3 | 00380453 | SAURABH SRIVASTAVA | Non-Executive - Independent Director | Member | 18-Sep-2017 | | |

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson Yes

| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Rema |
|----|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------|
| 1 | 00524187 | SUBRAMANIAM RAMNATH IYER | Non-Executive - Independent Director | Chairperson | 22-Nov-2017 | | |
| 2 | 00263222 | DIWAKAR NIGAM | Executive Director | Member | 14-Jun-2017 | | |
| 3 | 00263115 | T.S. VARADARAJAN | Executive Director | Member | 14-Jun-2017 | | |

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson Yes

| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Rema |
|----|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|------|
| 1 | 03155610 | PADMAJA KRISHNAN | Non-Executive - Independent Director | Chairperson | 25-May-2021 | | |
| 2 | 00263222 | DIWAKAR NIGAM | Executive Director | Member | 25-May-2021 | | |
| 3 | 03328890 | KAUSHIK DUTTA | Non-Executive - Independent Director | Member | 25-May-2021 | | |
| 4 | 00524187 | SUBRAMANIAM RAMNATH IYER | Non-Executive - Independent Director | Member | 25-May-2021 | | |
| 5 | 99999999 | VIRENDER JEET | CHIEF EXECUTIVE OFFICER | Member | 25-May-2021 | | |
| 6 | 99999999 | SURENDER JEET RAJ | EVP GLOBAL BUSINESS STRATEGY AND HR | Member | 25-May-2021 | | |

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

| Sr | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
|----|---|---|------------------------------|--|---|---|---|
| 1 | 17-Oct-2023 | | | true | 7 | 6 | 3 |
| 2 | 27-Nov-2023 | 40 | | true | 7 | 7 | 4 |
| 3 | 16-Jan-2024 | 49 | | true | 7 | 7 | 4 |
| 4 | 20-Mar-2024 | 63 | | true | 7 | 6 | 4 |

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
|----|---------------------------------------|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| 1 | Audit Committee | 17-Oct-2023 | | | | true | 3 | 3 | 3 | 0 |
| 2 | Audit Committee | 16-Jan-2024 | 90 | | | true | 3 | 3 | 3 | 0 |
| 3 | Audit Committee | 20-Mar-2024 | 63 | | | true | 3 | 3 | 3 | 0 |
| 4 | Nomination and remuneration committee | 17-Oct-2023 | | | | true | 3 | 2 | 2 | 0 |
| 5 | Nomination and remuneration committee | 16-Jan-2024 | 90 | | | true | 3 | 3 | 3 | 0 |
| 6 | Nomination and remuneration committee | 20-Mar-2024 | 63 | | | true | 3 | 3 | 3 | 0 |
| 7 | Risk Management Committee | 17-Oct-2023 | | | | true | 4 | 4 | 3 | 2 |

| | | | | | | | | | | |
|---|---------------------------|-------------|-----|--|--|------|---|---|---|---|
| 8 | Risk Management Committee | 20-Mar-2024 | 154 | | | true | 4 | 3 | 3 | 2 |
|---|---------------------------|-------------|-----|--|--|------|---|---|---|---|

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is No details of non-compliance may be given here. |
|----|--|----------------------------------|---|
| 1 | Whether prior approval of audit committee obtained | NA | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA | |

| | |
|--|--|
| Disclosure of notes on related party transactions | |
| Disclosure of notes of material transaction with related party | |

Details of Cyber security incidence

| | |
|--|-----|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | Yes |
|--|-----|

| | |
|---|--|
| Other details of cyber security incidence or breaches or loss of data event | |
|---|--|

| | |
|--|---|
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter | 1 |
|--|---|

| Sr | Date of the event | Brief details of the event |
|----|-----------------------|---|
| 1 | 2024-03-07 00:00:00.0 | Company has become aware of a ransomware incident that has affected a few of our IT assets, which have been isolated. As a precautionary measure, some of the IT services were suspended temporarily and are being restored subsequently. It has not impacted our cloud services or any critical data. Further detailed investigation is underway in consultation with experts to assess the root cause and take remedial action as necessary. Update:- Our enterprise services are fully functional with no impact on the enterprise services including Project Portfolio Management, Source Code Repository, etc. |

Annexure 1

VI. Affirmations

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

| | |
|---|---|
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: |
|---|---|

Annexure 1

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

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

| Sr | Item | Compliance status (Yes/No/NA) | If status is No details of non-compliance may be given here. | Web address |
|----|---|-------------------------------|--|---|
| 1 | Details of business | Yes | | https://newgensoft.com/company/ |
| 2 | Terms and conditions of appointment of independent directors | Yes | | https://newgensoft.com/company/investor-relations/terms-and-conditions-of-appointment-of-independent-directors/ |
| 3 | Composition of various committees of board of directors | Yes | | https://newgensoft.com/company/investor-relations/composition-of-various-committees-of-board-of-directors/ |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | https://investors.newgensoft.com/wp-content/uploads/2021/06/Code-of-Conduct-for-Board-SMP-1.pdf |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | https://newgensoft.com/company/investor-relations/#whistle-blow |
| 6 | Criteria of making payments to non-executive directors | Yes | | https://investors.newgensoft.com/wp-content/uploads/2021/06/Criteria-of-making-payments-to-Non-Executive-Directors-1.pdf |
| 7 | Policy on dealing with related party transactions | Yes | | https://investors.newgensoft.com/wp-content/uploads/2021/06/Criteria-of-making-payments-to-Non-Executive-Directors-1.pdf |
| 8 | Policy for determining 'material' subsidiaries | Yes | | https://investors.newgensoft.com/wp-content/uploads/2021/06/Policy-for-determining-Material-Subsidiaries-1-1.pdf |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | https://investors.newgensoft.com/wp-content/uploads/2021/06/Policy-for-determining-Material-Subsidiaries-1-1.pdf |
| 10 | Email address for grievance redressal and other relevant details | Yes | | https://investors.newgensoft.com/company/investor-relations/email-address-for-grievance-redressal/ |

| | | | | |
|------|--|-----|--|---|
| 11 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | https://investors.newgensoft.com/company/investor-relations/contact-information-officials-investor-grievances/ |
| 12 | Financial results | Yes | | https://investors.newgensoft.com/company/investor-relations/financial-results-on-conclusion-of-the-meeting-of-the-board-of-directors/ |
| 13 | Shareholding pattern | Yes | | https://investors.newgensoft.com/company/investor-relations/shareholding-pattern/ |
| 14 | Details of agreements entered into with the media companies and/or their associates | Yes | | https://investors.newgensoft.com/wp-content/uploads/2021/06/Details-of-Agreements-entered-into-with-the-Media-Companies-1.pdf |
| 15.1 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes | | https://investors.newgensoft.com/company/investor-relations/schedule-of-analysts-or-institutional-investors/ |
| 15.2 | Audio or video recordings and transcripts of post earnings/quarterly calls | Yes | | https://investors.newgensoft.com/company/investor-relations/presentation-and-audio-or-video-recordings-and-transcripts-quarterly-calls/ |
| 16 | New name and the old name of the listed entity | NA | | |
| 17 | Advertisements as per regulation 47 (1) | Yes | | https://investors.newgensoft.com/company/investor-relations/financial-results-published-in-the-newspaper/ |
| 18 | Credit rating or revision in credit rating obtained | Yes | | https://investors.newgensoft.com/company/investor-relations/credit-ratings/ |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | | https://investors.newgensoft.com/company/investor-relations/separate-audited-financial-statements-of-each-subsiary/ |
| 20 | Secretarial Compliance Report | Yes | | https://investors.newgensoft.com/company/investor-relations/secretarial-compliance-report/ |
| 21 | Materiality Policy as per Regulation 30(4) | Yes | | https://investors.newgensoft.com/company/investor-relations/separate-audited-financial-statements-of-each-subsiary/ |
| 22 | Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes | | https://investors.newgensoft.com/company/investor-relations/disclosure-of-contact-details-of-kmp-authorized/ |

| | | | | |
|----|---|-----|--|---|
| 23 | Disclosures under regulation 30(8) | Yes | | https://investors.newgensoft.com/company/investor-relations/disclosures-under-regulation-308-of-sebi/ |
| 24 | Statements of deviation(s) or variations(s) as specified in regulation 32 | Yes | | https://investors.newgensoft.com/company/investor-relations/statement-of-deviations-or-variations-as-specified-under-reg-32-of-sebi/ |
| 25 | Dividend distribution policy as specified in regulation 43A(1) | Yes | | https://investors.newgensoft.com/company/investor-relations/dividend-distribution-policy/ |
| 26 | Annual return as provided under section 92 of the Companies Act, 2013 | Yes | | https://investors.newgensoft.com/company/investor-relations/annual-return/ |
| 27 | Confirmation that the above disclosures are in a separate section as specified in regulation 46(2) | Yes | | https://newgensoft.com/company/investor-relations/disclosures-under-regulation-46-of-sebi/ |
| 28 | Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation | Yes | | https://investors.newgensoft.com/company/investor-relations/disclosures-under-regulation-46-of-sebi/ |

Annexure II

II. Annual Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is No details of non-compliance may be given here. |
|----|---|--|-------------------------------|--|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1), 17(1A), 17(1C), 17(1D) & 17(1E) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Quorum of Board meeting | 17(2A) | Yes | |
| 5 | Review of Compliance Reports | 17(3) | Yes | |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 7 | Code of Conduct | 17(5) | Yes | |
| 8 | Fees/compensation | 17(6) | Yes | |
| 9 | Minimum Information | 17(7) | Yes | |
| 10 | Compliance Certificate | 17(8) | Yes | |
| 11 | Risk Assessment & Management | 17(9) | Yes | |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 13 | Recommendation of Board | 17(11) | Yes | |
| 14 | Maximum number of directorship | 17A | Yes | |
| 15 | Composition of Audit Committee | 18(1) | Yes | |
| 16 | Meeting of Audit Committee | 18(2) | Yes | |
| 17 | Role of Audit Committee and information to be reviewed by the audit committee | 18(3) | Yes | |
| 18 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |

| | | | | |
|----|---|-----------------------------|-----|--|
| 19 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 20 | Meeting of nomination & remuneration committee | 19(3A) | Yes | |
| 21 | Role of Nomination and Remuneration Committee | 19(4) | Yes | |
| 22 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) and 20(2A) | Yes | |
| 23 | Meeting of stakeholder relationship committee | 20(3A) | Yes | |
| 24 | Role of Stakeholders Relationship Committee | 20(4) | Yes | |
| 25 | Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes | |
| 26 | Meeting of Risk Management Committee | 21(3A) | Yes | |
| 27 | Quorum of Risk Management Committee meeting | 21(3B) | Yes | |
| 28 | Gap between the meetings of the Risk Management Committee | 21(3C) | Yes | |
| 29 | Vigil Mechanism | 22 | Yes | |
| 30 | Policy for related party Transaction | 23(1), (1A), (5) ,(6) & (8) | Yes | |
| 31 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2),(3) | NA | |
| 32 | Approval for material related party transactions | 23(4) | NA | |
| 33 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| 34 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes | |
| 35 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes | |
| 36 | Alternate Director to Independent Director | 25(1) | NA | |
| 37 | Maximum Tenure | 25(2) | Yes | |
| 38 | Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism | 25(2A) | Yes | |
| 39 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 40 | Familiarization of independent directors | 25(7) | Yes | |
| 41 | Declaration from Independent Director | 25(8) & (9) | Yes | |

| | | | | |
|--|--|-----------------|-----|--|
| 42 | Directors and Officers insurance | 25(10) | Yes | |
| 43 | Confirmation with respect to appointment of Independent Directors who resigned from the listed entity | 25(11) | Yes | |
| 44 | Memberships in Committees | 26(1) | Yes | |
| 45 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 46 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 47 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| 48 | Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity | 26(6) | Yes | |
| 49 | Vacancies in respect Key Managerial Personnel | 26A(1) & 26A(2) | NA | |
| Any other information to be provided - Add Notes | | | | |

Annexure II

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

Annexure II

III. Affirmations

| Sr | Particulars | Compliance status (Yes/No/NA) |
|----|--|----------------------------------|
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |
| | Any other information to be provided | |

Additional Half yearly Disclosure

| | |
|------------------------------|---|
| Applicability of disclosure | Not Applicable |
| Reason for Non Applicability | No such Loans/ guarantees/comfort letters /securities given to promoters, promoters group, Directors, KMPs or any other entity controlled by any one of them. |

I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below

| (A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to | | | |
|---|---|--|--|
| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months | |
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | | |
| Directors (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months(taking into account any invocation) |
|--|---------------------------------------|--|--|
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | | |
| Directors (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|---|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | | | |
| Promoter Group or any other entity controlled by them | | | |
| Directors (including relatives) or any other entity controlled by them | | | |
| KMPs or any other entity controlled by them | | | |
| (D) Additional Information | | | |
| II. Affirmations | | | |
| Affirmations | | Compliance Status | Company Remarks |
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | | | |
| Name | | | |
| Designation | | | |
| Place | | | |
| Date | | | |

