



**NEWGEN SOFTWARE TECHNOLOGIES  
LIMITED**

**CODE OF CONDUCT  
FOR  
BOARD OF DIRECTORS  
AND  
SENIOR MANAGEMENT PERSONNEL**

Revision No.: - 1.2  
Policy Reference Number: - Finance/ CCBS – 02

Newgen Software Technologies Ltd.  
This document contains propriety information of NSTL. No part of this document may be reproduced, stored, copied or transmitted in any form or by any means of electronic, mechanical, photocopying or otherwise, without the consent of NSTL. This document is for internal circulation and not meant for external circulation.

<b>Revision History</b>			
<b>Release Date (DD-MM-YYYY)</b>	<b>Revision No.</b>	<b>Changes Summary (Mention Sections Affected)</b>	<b>Approved By (Designation)</b>
18.09.2017	1.0	Adoption of Code of Conduct for Board of Directors and Senior Management Personnel.	Board of Directors.
01.04.2019	1.1	Revision in the Policy due to amendments in the SEBI Listing Regulations.	Board of Directors.
02.05.2023	1.2	Revision in the Policy due to amendments in the SEBI Listing Regulations.	Board of Directors.

S.No.	TABLE OF CONTENTS	Page No.
1.	PREFACE	4
2.	OBJECTIVE	4
3.	DEFINITIONS	4-5
4.	APPLICABILITY	5
5.	ANNUAL AFFIRMATION OF COMPLIANCE WITH THE CODE	5
6.	KEY REQUIREMENTS	6
A)	ANNUAL DISCLOSURE OF INTEREST	6
B)	CONFLICT OF INTEREST	6
C)	CONFIDENTIALITY OF INFORMATION	7
D)	INSIDER TRADING	7
E)	PROTECTION OF COMPANY'S ASSETS	7
F)	EQUAL OPPORTUNITIES	7
G)	CORPORATE OPPORTUNITY	8
H)	GIFT, DONATIONS & ENTERTAINMENT	8
I)	HEALTH, SAFETY AND ENVIRONMENT	8
J)	FINANCIAL RECORD KEEPING & REPORTING:	8
K)	HARASSMENT FREE WORK ENVIRONMENT	8
L)	TEAM WORK AND SPIRIT	9
M)	SEXUAL HARASSMENT AT WORKPLACE	9
N)	COMPLIANCE WITH LAWS, RULES AND REGULATIONS	9
O)	CONSUMER/ INVESTOR FOCUS	9
P)	FREE & FAIR COMPETITION	9-10
Q)	VISION, MISSION AND VALUES	10
R)	HONEST AND ETHICAL CONDUCT	10
S)	NEWGEN'S CODE OF ETHICS & BUSINESS CONDUCT	10
T)	RELATED PARTY TRANSACTIONS	10
7.	DUTIES OF DIRECTORS	10-11
8.	SPECIFIC DUTIES OF INDEPENDENT DIRECTORS	12-13
9.	ENFORCEMENT	13
10.	GENERAL	13
11.	WEBSITE	14
12.	ANNEXURE-I	15
13.	ANNEXURE-II	16-17

## 1. PREFACE

Newgen Software Technologies Limited (“**Newgen**” or “**the Company**”) believes in the conduct of its affairs in a fair, accountable, and transparent manner and is committed to conducting its business in accordance with the applicable laws, rules & regulations, and with highest standards of professionalism, ethics, integrity, and objectivity. Accordingly, this Code of Conduct for the Directors and Senior Management Personnel (hereinafter called “**Code**”) is established by the Board of Directors which is in compliance with the provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as “**Listing Regulations**”).

## 2. OBJECTIVE

This Code is intended to maintain high standards of transparency, business conduct, ethics, corporate culture, and values. The Code is also to act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company's commitment to the successful operation of its business in the best interest of the stakeholders. This Code broadly lays down the general principles to be followed by the Board of Directors and the Senior Management Personnel as a guide for ethical conduct in their day today functioning and decision-making.

The Directors and Senior Management Personnel are mandatorily required to familiarize themselves with this Code.

## 3. DEFINITIONS

- (i) “**Directors**” shall mean the member of the Board of Directors of Newgen Software Technologies Limited as appointed pursuant to the Companies Act and SEBI Listing Regulations.
- (ii) “**HRD**” means Human Resources Department of the Company.
- (iii) “**Independent Director**” shall mean an Independent Director as defined in Section 2(47) and Section 149(6) of the Companies Act 2013 and Regulation 16(1)(b) of the listing regulation.
- (iv) “**Senior Management Personnel**” shall mean”.
  - i. Chief Executive Officer
  - ii. Chief Operating Officer
  - iii. Executive Vice President
  - iv. Chief Financial Officer
  - v. Company Secretary
  - vi. Functional Heads of the Company(Hereinafter collectively referred to as “**Associates**”)

(v) **“Relative”** shall mean ‘relative’ as defined in Section 2 (77) of the Companies Act, 2013 and Rule 4 of the Companies (Specification of Definitions Details) Rules, 2014.

(vi) **“Related Party”** means an entity that is a related party under Section 2(76) of the Act or under the applicable accounting standards.

(vii) **“Relatives”** a person shall be deemed to be the relative of another, if he or she is related to another in the following manner, namely:-

- (1) Father: Provided that the term “Father” includes step-father.
- (2) Mother: Provided that the term “Mother” includes the step-mother.
- (3) Son: Provided that the term “Son” includes the step-son.
- (4) Son’s wife.
- (5) Daughter.
- (6) Daughter’s husband.
- (7) Brother: Provided that the term “Brother” includes the step-brother;
- (8) Sister: Provided that the term “Sister” includes the step-sister

#### **4. APPLICABILITY**

This Code shall be applicable to the following persons: -

- a) Directors of the Company
  - b) Senior Management Personnel of the Company as defined in the Code.
  - c) Directors of the subsidiaries
  - d) Functional Heads of Subsidiaries of the Company.
- (Hereinafter collectively referred to as “Associates”)

#### **5. ANNUAL AFFIRMATION OF COMPLIANCE WITH THE CODE**

The Director and Senior Management Personnel of the Company shall affirm the compliance of the Code on an annual basis within 30 days of the closure of every financial year to the Chief Executive Officer of the Company, in the form enclosed in Annexure-I. The Annual Report of the Company shall contain the declaration signed by the Chief Executive Officer/ Managing Director stating that the members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the code of conduct of the Board of Directors and Senior Management.

Affirmation of the Compliance of the Code may also be taken from such other employees of the Company and its subsidiaries, as may be considered necessary by the Chief Executive Officer or Managing Director of the Company.

Violations of this Code will result in disciplinary action, which may even include termination of services of the employee.

The Company Secretary shall act as the compliance officer for the purpose of the Code and shall be available to Associates to help them to comply with the Code. Any questions or requests for approvals in this regard should be directed to the Company Secretary.

## **6. KEY REQUIREMENTS:**

All the Associate shall conduct the affairs of the Company and perform his/her duties with due care, diligence, dignity, honesty and integrity and shall conform to the highest moral and ethical standards and at all times in the best interest of the Company. All Associates must act within the authority conferred upon them and must not engage in unethical conduct. This Code attempts to describe some of the examples of ethical conduct for the reference of the Associates.

The Code does not specifically address every potential form of unacceptable conduct and it is expected that the Associates will exercise good judgment in compliance with the principles set out in the Code. Every Associate has a duty to avoid any circumstances that would violate the letter or spirit of the Code.

### **A) ANNUAL DISCLOSURE OF INTEREST**

The Director and Senior Management Personnel of the Company shall submit Notice of Interest (Form MBP-1) on an annual basis in the form enclosed in Annexure-II. The Annual Disclosure of Interest shall contain the name of the Companies/bodies corporate/ firms/ association of individuals in which they have an interest or concern, as well as the nature of that interest or concern and any changes to that interest or concern, the shareholding in such companies, the date on which the interest or concern first arose or changed and also the detailed list of relatives.

### **B) CONFLICT OF INTEREST**

Associate shall not involve in taking any decision on a subject matter in which a conflict of interest arises or which in his/her opinion is likely to arise and shall make disclosures to the competent authority relating to all material financial and commercial transactions, if any, where they or any of their relatives have personal interest that may have a potential conflict with the interest of the company at large. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof and obtain prior written approval from Applicable Authority. Reference may also be made to the provisions laid down in the policy on Newgen's Code of Ethics & Business Conduct.

Associate shall also not accept gifts from persons or firms who deal with the Company, or are seeking to deal with the Company, where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could create the appearance of a conflict of interest.

Directors and Senior Managerial personnel of the Company shall disclose their Directorship/partnership on the Board of other Companies/ Organisations and \*substantial shareholding in such companies /organizations on an ongoing basis to the Board of Directors of the Company.

*\*Substantial shareholding means holding 10% or more shareholding in such other companies or organizations.(as stated in clause 6(a))*

### **C) CONFIDENTIALITY OF INFORMATION:**

Any information concerning the Company's business, performance, its customers, suppliers, etc., which is not in the public domain and to which the Directors/Senior Management personnel have access or possesses such information must be considered confidential and held in confidence, unless authorized to disclose by the Board or under any law. The Company will handle all unpublished price sensitive information on a \*need-to-know basis for legitimate purposes only.

*\*Need to know basis means that unpublished price sensitive information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.*

All the Associates shall not use IT system of the Company for purposes that may be regarded as derogatory, defamatory or obscene or otherwise considered irresponsible and/or compromise the protection and security of IT systems;

No Associate shall provide any information either formally or informally, to the press or any other publicity, social media, unless specially authorized.

Confidential information includes but are not restricted to:

- Information not yet released to the public;
- Unpublished company strategy;
- Current or future R&D programs, technical breakthroughs and/or inventions;
- Investments, planned mergers or acquisitions;
- Information received from customers or partners;
- Unpublished financial data either actual or forecasted;
- Employee information

### **D) INSIDER TRADING:**

All the Associates shall not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information (defined in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the company and therefore constituting insider information. All the Associates shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and insider trading policy of the Company.

### **E) PROTECTION OF COMPANY'S ASSETS**

All the Associates should endeavor to ensure that they use the Company's assets, proprietary information and resources only for legitimate business purpose of the Company and not for personal gains.

### **F) EQUAL OPPORTUNITIES**

All the Associates shall endeavor to provide equal opportunities to all employees and aspirants for employment in the Company irrespective of gender, caste, religion, race or colour, merit being the sole differentiating factor.

**G) CORPORATE OPPORTUNITY**

Except as approved by the Board, the Associates are prohibited from: a. taking any personal opportunities directly or indirectly that belong to the Company or are discovered through the use of Company's property, information or position; and b. Using the Company's property, information or position for personal gain/advantage or to cause detriment to the Company. Notwithstanding anything contain herein, an Independent / Non- Executive Director shall have the full liberty to persue his/ her independent professional/ business/ employment activities and/ or to assume office(s) of director/ trustee.

**H) GIFT, DONATIONS & ENTERTAINMENT:**

No Associate of the Company shall receive, offer, promise, authorize, direct or bribe or make any payment of money or any other thing of value to improperly obtain business or any other advantage to Newgen by adopting unfair practices. Subject to this clause, nominal gifts of commemorative nature, for special events/ achievements or in the course of social relations and normal business courtesies may be accepted/ given, as provided Newgen's Policy on Anti- bribery and Anti – Corruption.

**I) HEALTH, SAFETY AND ENVIRONMENT:**

Newgen is committed to maintain high standards of health and safety at the workplace and to be sensitive to protection of the environment. Newgen will endeavour to provide safe and healthy work places and to ensure that its operations do not cause any adverse impact or injury to the environment or to the communities in and around its workplace. This is an important responsibility of all the Directors and Senior Management Personnel.

**J) FINANCIAL RECORD KEEPING & REPORTING:**

It is critical to ensure that all transactions are properly identified, analyzed and recorded. Regardless of whether the Associate is directly involved in financial reporting or accounting, most come into contact with financial transactions directly or indirectly. All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable.

**K) HARASSMENT FREE WORK ENVIRONMENT:**

Newgen is committed to provide a harassment free work environment to all its Associates, irrespective of being associated with it, directly or indirectly through Newgen's Code of Ethics and Business Conduct, amended from time to time. Associates are prohibited from indulging in any kind of harassment, direct, indirect, verbal, non-verbal or physical, which may arise based on age, race, origin, caste, sexual orientation, disability, gender identity, religion or any other protected characteristics.



**L) TEAM WORK AND SPIRIT:**

The principles of mutual trust, teamwork and spirit shall be appreciated and maintained. Best efforts shall be made to contribute to an environment that builds confidence and empowers people through personal and professional growth. They shall attempt that the teams grow together through collaborative working, skills development, knowledge sharing and learning from each other. Employees being invaluable assets shall be motivated to achieve higher goals.

**M) SEXUAL HARASSMENT AT WORKPLACE:**

Newgen is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company strives to create an environment where women are being treated with dignity. Sexual harassment at the work place or other than work place involving employees is a grave offence and is, therefore, punishable.

All the Associates shall abide with Newgen's policy on Prevention of Sexual Harassment at Workplace as amended from time to time.

**N) COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

In carrying out their duties and responsibilities, Associates should comply and endeavor to ensure that the management is causing the Company to comply with applicable laws, rules and regulations.

All applicable laws, rules and regulations shall be complied with. In order to assist the Company in promoting lawful and ethical behaviour, any possible violation of laws, rules, regulations or the code of conduct shall be reported to the Board of Directors through the Company Secretary.

All the Associates shall act in a socially responsible manner, within the applicable laws, rules and regulations, customs and traditions of the countries in which the Company operates;

**O) CONSUMER/ INVESTOR FOCUS:**

All the Associates shall focus on customer/ investor satisfaction. They shall ensure that the communications given are accurate and truthful and do not deliberately omit important facts or shall not be of misleading nature.

**P) FREE & FAIR COMPETITION**

Free and fair competition is the key to healthy growth of any economy. The Company is committed to obeying both the letter and spirit of the Competition laws. The Company does not believe in use of any unethical means to curb competition or indulge in Corporate Espionage at any level to conduct its business.

All the Associates of the Company shall avoid any dealing/relationship with a Contractor or Supplier (either directly or indirectly) that could compromise the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision required to be made.

**Q) VISION, MISSION, AND VALUES**

All the Associates shall adhere and act in accordance with the Vision, Mission and Values of the Company.

**R) HONEST AND ETHICAL CONDUCT.**

All the Associates shall act in utmost good faith and adopt highest standards of personal and professional integrity, fairness, honesty, probity and ethical conduct and fulfil the fiduciary obligations without allowing their independence of judgment to be subordinated or compromised.

**S) NEWGEN'S CODE OF ETHICS & BUSINESS CONDUCT**

All the Associates shall abide with the Policy on Newgen's Code of Ethics & Business Conduct, as duly amended from time to time.

**T) RELATED PARTY TRANSACTIONS**

All the Associates shall not enter into any contract or arrangement with any related party without obtaining the approval of the Audit Committee and/ or the Board, if required, as per the applicable provision of lay and where required, approval by a special resolution in the general meeting.

**7. DUTIES OF DIRECTORS**

The Companies Act, 2013 specifies certain duties and responsibilities of the Directors of a Company. The duties of the Directors including as provided under the provisions of the Companies Act, 2013 has been enumerated below, it should however, by no means be considered to be exhaustive:

- i. The Director shall act in accordance with the Articles of Association of the Company, subject to the provisions of the Companies Act, 2013 as amended from time to time;
- ii. The Director shall devote sufficient time and attention to professional obligations for Informed and balanced decision making;
- iii. The Director shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, and the community and for the protection of environment;

- iv. The Director shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- v. The Directors shall intimate the change in the directorships/ other interest in other interested Company, in next Board meeting of the Company held on after such change and also inform the Company about the committee positions he or she occupies in other listed entities and notify changes as and when they take place;
- vi. The Directors shall ensure that the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- vii. The Directors shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice;
- viii. The Directors shall strive to attend and participate constructively & actively, in all General Meetings, Meetings of the Board and its committees of which they are Chairman or member;
- ix. The Directors shall not assign his office of director of the company to another person;
- x. The Directors shall ensure that adequate deliberations are held before approving related party transactions and shall assure themselves that the same are in the best interest of the company;
- xi. The Directors shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or Associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- xii. To abide with the policy on Newgen's Code of Ethics & Business Conduct as duly amended from time to time.
- xiii. A director shall not be a member in more than ten committees or act as chairperson of more than five committees across all listed entities in which he is a director which shall be determined as follows:
  - a. the limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 shall be excluded;
  - b. For the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone shall be considered.

## 8. SPECIFIC DUTIES OF INDEPENDENT DIRECTORS

The independent directors shall—

- i. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- ii. participate constructively and actively in the meeting of the Board and its committees in which he/she is the member;
- iii. strive to attend the general meetings of the company;
- iv. keep themselves well informed about the company and the external environment in which it operates;
- v. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- vi. ascertain and ensure that the company has an adequate and functional Vigil Mechanism and Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- vii. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- viii. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- ix. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law;
- x. shall not serve as an independent director in more than seven listed entities, provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities;
- xi. the maximum tenure of independent directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard, from time to time;
- xii. Independent Directors of the Company shall hold at least one meeting in a financial year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting;
- xiii. Independent Director shall be held liable, only in respect of such acts of omission or commission by the Company which had occurred with his/her knowledge, attributable

through processes of board of directors, and with his/her consent or connivance or where he/she had not acted diligently with respect to the provisions contained in these regulations;

- xiv. To abide with the policy on Newgen's Code of Ethics & Business Conduct-as duly amended from time to time.
- xv. The Company shall familiarise the independent directors through various programmes about the Company, including the following:
  - (a) nature of the industry in which the Company operates;
  - (b) business model of the Company;
  - (c) roles, rights, responsibilities of independent directors; and
  - (d) any other relevant information.
- xvi. shall serve declaration that he meets the criteria of independence at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director.

## **9. ENFORCEMENT**

Any violation to this Code, except matters relating to Sexual harassment at workplace, must be reported at [whistle-blower.newgen@arthaarbitrage.com](mailto:whistle-blower.newgen@arthaarbitrage.com). This will be dealt with as per the provisions as mentioned in the Newgen's Policy on Whistle-blower Mechanism. The Ethics Committee / Audit Committee, as empowered vide Policy on Whistle-blower Mechanism, will deal with all such complaints.

Complaints under Sexual harassment shall be dealt in accordance with the Newgen's Policy on Prevention of Sexual Harassment at Workplace.

## **10. GENERAL**

- i. This code can be amended, modified or revised anytime with the approval of Board of Directors.
- ii. All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the SEBI Regulation/(s) 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 thereunder, as amended, from time to time.
- iii. 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.

**11. WEBSITE:**

As per the requirement of the SEBI Listing regulations, this Code and any amendments thereto shall be posted on the website of the Company at [www.newgensoft.com](http://www.newgensoft.com).

**Date: 02.05.2023**  
**Place: New Delhi**



**Diwakar Nigam**  
**Chairman & Managing Director**

Annexure I

ANNUAL AFFIRMATION ON CODE OF BUSINESS CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

(to be submitted by 30th April each year)

I,.....(name),  
..... (designation) do hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the Code of Business Conduct and Ethics for Board Members and Senior Management Personnel during the financial year ending 31st March .....

Furtherance to the above, I hereby confirmed that I am not directly or indirectly (including through my relatives) interested in any contract, agreement or arrangement entered into by the Company, except remuneration/ appointment related matters, and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.

Signature :.....

Name :.....

Designation :.....

Date:.....

Place:.....

**Annexure II**

**NOTICE OF INTEREST BY SENIOR MANAGEMENT PERSONNEL**

To,  
The Board of Directors  
M/s Newgen Software Technologies Limited  
E-44/13, Okhla Phase-2 New Delhi-110020

Dear Sir(s)

I, .....S/o/D/o....., R/o....., being a Senior Management Personnel in the Company, hereby give notice of my interest or concern in the following companies, bodies corporate, firms or other association of individuals: -

S. No	Names of the Companies /bodies corporate/ firms/ association of individuals	Nature of interest or concern	of Shareholding (%)	Date on which interest or concern arose / changed
		Change in interest or concern		

Further, I am enclosing herewith a list of my relatives as prescribed in the Companies Act, 2013 and rules made thereof, alive as on date.

I may accordingly, be regarded as concerned with or interested in any contracts or arrangements which may, after the date of this Notice be entered into with any of the above mentioned companies, firms, HUF's, societies, relatives etc.

Place:

Signature: \_\_\_\_\_  
Name:  
PAN:



LIST OF RELATIVES

1	Wife	
2	Father (including Step-Father)	-
3	Mother (including Step-Mother)	-
4	Son (including Step Son)	-
5	Son's Wife	-
6	Daughter (including Step-Daughter)	
7	Daughter's Husband	-
8	Brother (including Step-Brother)	-
9	Sister (including Step Sister)	-

**Place:**

**Signature:** \_\_\_\_\_

**Name:**

**PAN:**