

General information about company	
Scrip code	540900
NSE Symbol	NEWGEN
MSEI Symbol	
ISIN	INE619B01017
Name of the entity	NEWGEN SOFTWARE TECHNOLOGIES LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	DIWAKAR NIGAM	AAYPN4523F	00263222	Executive Director	Chairperson related to Promoter	MD	01-06-2016			1	1	0		
2	Mr	T.S. VARADARAJAN	AAAPV0113H	00263115	Executive Director	Not Applicable		01-06-2016			1	1	0		
3	Mrs	PRIYADARSHINI NIGAM	ADHPN2807J	00267100	Executive Director	Not Applicable		01-06-2016			1	0	0		
4	Mr	KAUSHIK DUTTA	AGYPD3424F	03328890	Non-Executive - Independent Director	Not Applicable		09-07-2014		60	3	3	3		

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	SAURABH SRIVASTAVA	ABEPS3593H	00380453	Non-Executive - Independent Director	Not Applicable		30-08-2017		60	3	4	1		
6	Mr	SUBRAMANIAM RAMNATH IYER	AALPS1474R	00524187	Non-Executive - Independent Director	Not Applicable		22-11-2017		60	1	2	1		

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	Remarks
1	03328890	KAUSHIK DUTTA	Non-Executive - Independent Director	Chairperson	09-07-2014		
2	00524187	SUBRAMANIAM RAMNATH IYER	Non-Executive - Independent Director	Member	22-11-2017		
3	00380453	SAURABH SRIVASTAVA	Non-Executive - Independent Director	Member	30-08-2017		

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	Remarks
1	00524187	SUBRAMANIAM RAMNATH IYER	Non-Executive - Independent Director	Chairperson	22-11-2017		
2	03328890	KAUSHIK DUTTA	Non-Executive - Independent Director	Member	09-07-2014		
3	00380453	SAURABH SRIVASTAVA	Non-Executive - Independent Director	Member	30-08-2017		

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	Remarks
1	00524187	SUBRAMANIAM RAMNATH IYER	Non-Executive - Independent Director	Chairperson	22-11-2017		
2	00263222	DIWAKAR NIGAM	Executive Director	Member	01-06-2016		
3	00263115	T.S. VARADARAJAN	Executive Director	Member	01-06-2016		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	Remarks
1	00267100	PRIYADARSHINI NIGAM	Executive Director	Chairperson	01-06-2016		
2	00263115	T.S. VARADARAJAN	Executive Director	Member	01-06-2016		
3	03328890	KAUSHIK DUTTA	Non-Executive - Independent Director	Member	09-07-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00263222	DIWAKAR NIGAM	FINANCE AND OPERATIONS	Executive Director	Chairperson	
2	00263115	T.S. VARADARAJAN	FINANCE AND OPERATIONS	Executive Director	Member	
3	00267100	PRIYADARSHINI NIGAM	FINANCE AND OPERATIONS	Executive Director	Member	

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 (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	29-10-2018			
2		24-01-2019	86	
3		28-03-2019	62	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								Reason for not providing date
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	
1	Audit Committee	24-01-2019	Yes		29-10-2018	86		
2	Audit Committee	25-03-2019	Yes					One meeting held in the previous quarter ended December 2018. Whereas, two meetings held in the current quarter.

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	

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 100 listed entities)	NA
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

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
2	Terms and conditions of appointment of independent directors	Yes		HTTPS://NEWGENSOFT.COM
3	Composition of various committees of board of directors	Yes		HTTPS://NEWGENSOFT.COM
4	Code of conduct of board of directors and senior management personnel	Yes		HTTPS://NEWGENSOFT.COM
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		HTTPS://NEWGENSOFT.COM
6	Criteria of making payments to non-executive directors	Yes		HTTPS://NEWGENSOFT.COM
7	Policy on dealing with related party transactions	Yes		HTTPS://NEWGENSOFT.COM
8	Policy for determining 'material' subsidiaries	Yes		HTTPS://NEWGENSOFT.COM
9	Details of familiarization programmes imparted to independent directors	Yes		HTTPS://NEWGENSOFT.COM

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
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		INVESTORS@NEWGENSOFT.COM
11	email address for grievance redressal and other relevant details	Yes		INVESTORS@NEWGENSOFT.COM
12	Financial results	Yes		HTTPS://NEWGENSOFT.COM
13	Shareholding pattern	Yes		HTTPS://NEWGENSOFT.COM
14	Details of agreements entered into with the media companies and/or their associates	Yes		HTTPS://NEWGENSOFT.COM
15	New name and the old name of the listed entity	NA		

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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

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.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	

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.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	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	

Annexure II		
1	Name of signatory	AMAN MOURYA
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	AMAN MOURYA
Designation of person	Company Secretary and Compliance Officer
Place	NEW DELHI
Date	10-04-2019

