

| 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 | 01-04-2019 |
| Date of end of financial year | 31-03-2020 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2020 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Top 1000 listed entities |

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 | | | | | | | | | | | | | | | | |
|--|------------|----------|--------------------------------------|---------------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|
| Whether the listed entity has a Regular Chairperson | | | | | | | | | | | | | Yes | | | |
| Whether Chairperson is related to MD or CEO | | | | | | | | | | | | | Yes | | | |
| Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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) |
| KAR M | AAYPN4523F | 00263222 | Executive Director | Chairperson related to Promoter | MD | 12-10-1954 | NA | | 01-04-1993 | 01-06-2019 | | 324 | 1 | 0 | 1 | 0 |
| DARAJAN | AAAPV0113H | 00263115 | Executive Director | Not Applicable | | 05-05-1952 | NA | | 05-06-1992 | 01-06-2019 | | 334 | 1 | 0 | 1 | 0 |
| DARSHINI M | ADHPN2807J | 00267100 | Executive Director | Not Applicable | | 26-03-1957 | NA | | 20-09-1997 | 01-06-2019 | | 270 | 1 | 0 | 0 | 0 |
| SHIK A | AGYPD3424F | 03328890 | Non-Executive - Independent Director | Not Applicable | | 01-05-1962 | NA | | 09-07-2014 | 09-07-2019 | | 69 | 3 | 3 | 3 | 3 |

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | 1 nr s C in 1 1 R |
|----|-----------------|--------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|--|
| 5 | Mr | SAURABH SRIVASTAVA | ABEPS3593H | 00380453 | Non-Executive - Independent Director | Not Applicable | | 04-03-1946 | NA | | 30-08-2017 | | | 31 | 3 | 3 | 4 |
| 6 | Mr | SUBRAMANIAM RAMNATH IYER | AALPS1474R | 00524187 | Non-Executive - Independent Director | Not Applicable | | 27-01-1958 | NA | | 22-11-2017 | | | 28 | 1 | 1 | 2 |
| 7 | Mrs | PADMAJA KRISHNAN | AAFPK4363D | 03155610 | Non-Executive - Independent Director | Not Applicable | | 24-05-1956 | NA | | 24-03-2020 | | | 1 | 1 | 1 | 0 |

| 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 | 00380453 | SAURABH SRIVASTAVA | Non-Executive - Independent Director | Member | 18-09-2017 | | |
| 3 | 00524187 | SUBRAMANIAM RAMNATH IYER | Non-Executive - Independent Director | Member | 22-11-2017 | | |

| 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 | 18-09-2017 | | |

| 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 | 14-06-2017 | | |
| 3 | 00263115 | T.S. VARADARAJAN | Executive Director | Member | 14-06-2017 | | |

| 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 | 12-06-2014 | | |
| 2 | 00263115 | T.S. VARADARAJAN | Executive Director | Member | 12-06-2014 | | |
| 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 | 00263115 | T.S. VARADARAJAN | Finance and Operations Committee | Executive Director | Chairperson | |
| 2 | 00263222 | DIWAKAR NIGAM | Finance and Operations Committee | Executive Director | Member | |
| 3 | 00267100 | PRIYADARSHINI NIGAM | Finance and Operations Committee | 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 | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 1 | 22-10-2019 | | | | Yes | 6 | 3 |
| 2 | | 21-01-2020 | 90 | | Yes | 6 | 3 |
| 3 | | 24-03-2020 | 62 | | Yes | 6 | 3 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | Textual Information(1) | No. of Independent Directors attending the meeting* |
|--|---------------------------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| 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) | Number of Directors present* | |
| 1 | Audit Committee | 22-10-2019 | | | | Yes | 3 | 3 |
| 2 | Audit Committee | 21-01-2020 | 90 | | | Yes | 3 | 3 |
| 3 | Audit Committee | 24-03-2020 | 62 | | | Yes | 3 | 3 |
| 4 | Nomination and remuneration committee | 24-03-2020 | | | | Yes | 3 | 3 |

Text Block

Textual Information(1)

Nomination and remuneration committee meeting held on 14th May 2019. No meeting was held in previous 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 | Yes | |
| 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 | | | Textual Information(1) |

Text Block

Textual Information(1)

Approval for payment of sitting fee to Mr. Kaushik Dutta from Newgen Software Inc., unlisted material subsidiary incorporated in USA, (NSI) for acting as non-Executive Independent Director of NSI pursuant to regulation 24(1) of SEBI LODR.

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 500 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 |

Text Block

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 | | https://newgensoft.com |
| 11 | email address for grievance redressal and other relevant details | Yes | | https://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 | 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://newgensoft.com |
| 16 | New name and the old name of the listed entity | NA | | |
| 17 | Advertisements as per regulation 47 (1) | Yes | | https://newgensoft.com |
| 18 | Credit rating or revision in credit rating obtained | Yes | | https://newgensoft.com |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | | https://newgensoft.com |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes | | https://newgensoft.com |
| 21 | Materiality Policy as per Regulation 30 | Yes | | https://newgensoft.com |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | NA | | |
| 23 | It is certified that these contents on the website of the listed entity are correct | Yes | | https://newgensoft.com |

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(1B) | 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 | |

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 | 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 Directorships | 17A | Yes | |
| 15 | Composition of Audit Committee | 18(1) | Yes | |
| 16 | Meeting of Audit Committee | 18(2) | Yes | |
| 17 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes | |
| 19 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes | |
| 20 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | 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. |
|----|---|------------------------------|-------------------------------|--|
| 21 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes | |
| 22 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 23 | Meeting of Risk Management Committee | 21(3A) | NA | |
| 24 | Vigil Mechanism | 22 | Yes | |
| 25 | Policy for related party Transaction | 23(1),(1A),(5),(6),(7) & (8) | Yes | |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | NA | |
| 27 | Approval for material related party transactions | 23(4) | NA | |
| 28 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes | |
| 29 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | Yes | |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | 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. |
|----|---|-------------------|-------------------------------|--|
| 31 | Annual Secretarial Compliance Report | 24(A) | Yes | |
| 32 | Alternate Director to Independent Director | 25(1) | NA | |
| 33 | Maximum Tenure | 25(2) | Yes | |
| 34 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 35 | Familiarization of independent directors | 25(7) | Yes | |
| 36 | Declaration from Independent Director | 25(8) & (9) | Yes | |
| 37 | D & O Insurance for Independent Directors | 25(10) | Yes | |
| 38 | Memberships in Committees | 26(1) | Yes | |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 40 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 41 | 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 | Noida |
| Date | 14-04-2020 |

