#### **ANNEXURE I**

# Format to be submitted by listed entity on quarterly basis

 Name of Listed Entity
 Quarter ending - Newgen Software Technologies Limited - 31-Mar-2023

#### **Composition Of Board Of Director** i.

Title (Mr./Ms)	Sub Category	Initial Date of Appointment	Date of Appointment	D at e of ce ss ati on	T e n u r e	D at e of Bi rth	When the director is disqualified?	S t artD a t e o f d i s q u a li fi c a ti o n	End Date of disqualification	D et ail s of d is qualification	C ur ent st us	When the special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Dat e of pas in g sp ec ia re solution	No. of Directorship in listed entities in clud in gthis listed entity [in ference to Regulation 7A(1)]	No of Independent Directorship in listed entities in clud in 19th slisted entity in 19th ence to provise to the	又០៤៣៩៩៩៩២៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩៩	N o of p o st of C h ai rp e s o n in A u di t√ が a k e h o d e C o m m itt e e h e d in is te d e n itt e s	Membership in Committees of the Company	Re ma rks	
	I a N t e g o r y ( C	IN Category  Chairperson/Executive/Non-Executive/Independent/Nomine	I a u b i t i a l D a t e g o t e g o r y ( C h a ir p e r s o n /E xe cu tiv e/ N on - Ex ec uti ve / In de pe nd en t/ N o mi ne	I a t e of A p p o i n t m e n t e g o r y (C h a ir p e r s o n /E xe cu tiv e/ N on - Ex ecc uti ve / In de pe nd en t/ N o mi ne	I a u n a at e of ce of ce of ce of a a f A p p o in t men t men t men t Executive / In de pend en t/ N o mine	I a u n a at e n t e of ur ce of ur ce of ur ce of ati on sss r t l A on p p o a a p p o t a ir p e n t m e n t m e n t p p o i n t m e on l t Ex ec uti ve / In de pe nd en t/ N o mi ne o mi	I a u n a at e at e of u of g C i ce r Bi o a a o ss e th r t l f ati y e A on l l f m r t o a p h r t o a p h r t o a y e i ir p o t e f m r s A n o p t n p /E xe i cu tiv e/ m N e on n t Ex ec uti ve / In de pe nd en t/ N o mi ne l l l l l l l l l l l l l l l l l l	I a u n a at e at he th e of u of er g C i ce r Bi th e ce r t I g A on Ss e rith e ce to f u of er g C o a a a o ss e rith e ce to f u of er th e g C o a a p o ss e rith e ce to f u o f er g C o a p o f o f er g C o a p o f o f er g C o a p o f o f er g C o a f o f o f er g C o f o f u o f er g C o f o f o f o f o f o f o f o f o f o	I a u n a at e at he t th a e of u of er rt Bi th D or rt	N	N					1		N	I a   u   n   a   at   e   at   he   t   nd   et   ur   he   at   o.   o   o   o   o   e   e   of   t   e   of   u   of   er   rt   at   s   nt   er   of   Di   ln   m   p   p   e   of   st   sp   pa   re   de   e   o   e   of   of   of   of   m   p   p   e   of   st   sp   pa   re   de   e   o   o   e   e   of   of   of   o	I a   u   n a a at e   at he t   d   n   d   e   d   o   o   o   o   o   o   o   o   o
a m e of th e Di re ct	at e gory (Chairperson/Eeutve/Non-Ecutive/Independent/Nomine	a t e g o r y ( C h a ir p e r s o n /E xe utiv e / N o mi ne r s o n /E xe utiv e / N o mi ne	a u h i t i a l b i t i a l b C a t e g o t e g o r y (C h a ir p e r s o n /E xe cut tiv e/ N on - Ex ec uti ve / In de pe nd en t/ N o mi ne	a u h i t e of A p p o i n t m e n t e of A p p o i n t m e n t m e n t e cu tiv e/ N on - Ex ec uti ve / In de pe nd en t/ N o mi ne	a u n a at e of ce of ce of ce of a a a f at e of ce of ce of a a a f at e of ce of ce of a a a f at e of ce of ce of a a a f at on on the context of the ce of ce of ce of ce of a a f at on on the ce of c	a u n a at e n t e of u r e of u r e of ati y e A on on C n t o a p h t n p /E xe cu tiv e/ N on - Ex ec uti ve / In de pe nd en t/ N o mi ne	a u n a at e at e g at e of u of e of u of g C i ce r th ati y e A on y e i n t e n a t e in a t on a p n t a ir p e f m r s A n t n p /E xe cu tiv e/ N on - t Ex ec uti ve / In de pe nd en t/ N o mi ne in e in a t e of u of a t e in a t e of u of Bi e at e e in a t e in a	a u n a at e at he th e of u of er gg C i ce r Bi th e dir y e A on C on a p h r t o a p h r t o a p h r t o a p h r t o a p h r t o a p h r t o a p h r b e cu tiv e f m p /E xe cu tiv e / n t e cu tiv e / l n de pe nd en t/ N o mi ne l n de pe nd en t/ N o mi ne l n l l l l l l l l l l l l l l l l	a u h i t e n e th at he t a e of u of er rth e a rth e e r th e a or rth e e rth e a rth e e r th e a rth e e r th e a rth e e rth e e rth e e rth e a rth e e rth e a rth e e rth e a rth e e rth e	a	a	a   u   n   a   at   e   at   he   t   nd   et   ur   re   e   ct   e   of   u   of   er   rt   at   s   nt   s   o   a   a   a   o   st   e   rt   at   s   nt   s   nt   s   o   a   a   o   st   a   o   st   a   t   o   o   a   a   o   st   a   t   o   o   a   a   o   st   a   t   o   a   a   o   st   a   t   o   a   a   o   st   a   a   a   a   a   a   a   a   a	a   u   n   a   at   e   at   he   t   nd   et   ur   he   t   b   i   t   e   n   e   th   a   D   ail   re   th   th   e   of   th   at   s   st   sp   o   a   a   o   ss   e   rth   e   a   of   di   sq   us   ial   re   th   sp   o   a   o   ss   e   rth   e   a   of   di   sq   us   ial   re   th   sp   o   t   o   a   p   t   o   a   tio   n   n   n   pa   ss   e   th   a   b   th   b   e   a   of   di   sq   us   ial   re   th   th   di   sq   us   ial   re   th   th   th   th   th   th   th   t	a	a	a	a	a	a	a
a I M e of th e Di re ct or		u b C a t e g o r	u n i t i a l e g o r t e o f A p p o i n t m e n	u n a t e l e l e l e l e l e l e l e l e l e	u n a at e of ce a a o ss t l f ati e on g D p o a p r t o y e i n o t f m e A n p t p o i n t m e n	u n a at e n t e n t e of u ce r a a o ss e t I f ati e A on g D p o a p r t o y e i n o t f m e A n p t p o i n t m e n	u       n       a       at       e       at       e       n       e       at       e       n       e       e       at       e       n       e       Bi       e       r <td>u n a at e at he th e th t e of u of er C i ce r Bi th a a o ss e rth e t I f ati e A on g D p o a p r t o y e i n o t f m e A n p t p o i n t m e n n e n e n e n e n e n e n e n e the the the the the the the the the t</td> <td>u n a at e at he t a t e th a a t e of u of er rt D a a a o ss e rth e a dir t e e a f t on a a o ss e t l f ati e A on g D p o a p r t o y e i ua sq i i i i i i i i i i i i i i i i i i</td> <td>u         n         a         at         e         at         he         t         nd           b         i         t         e         n         e         th         a         D           t         e         of         e         rt         e         rt         at           a         a         o         ss         e         rth         e         a         of           t         f         ati         e         rth         e         a         of           d         f         ati         e         e         sq         i         tio           g         D         p         p         tor         o         ua         sq         i         tio           g         D         p         p         tor         o         ua         sq         i         tio           g         p         t         e         ua         e         ua         e         e         ua         e<td>u         n         a         at         e         at         he         t         nd         et           b         i         t         e         n         e         th         a         D         ail           t         e         of         u         of         er         rt         at         s           c         i         ce         rt         e         of         di         di         di         sq         i         di         sq         i         liffi         ca         ca         tio         n         n         n         n         liffi         q         ed         u         ? 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        a         li         fi         p         n</td> <td>u         n         a         at         e         at         he         t         nd         et         ur           b         i         t         e         n         e         th         a         D         ail         re           c         i         ce         r         Bi         th         D         e         of         st           a         a         o         ss         e         rth         e         a         of         di         di         sq         us           e         A         on         ss         e         rth         e         a         of         di         di         sq         us           g         D         p         tor         o         ua         liffi         ca         tio         n           g         D         p         tor         o         ua         sq         i         tio         n           g         d         tio         sq         i         tio         n         n           g         d         t         e         e         e         e         e         e         e</td> <td>u         n         a         at         e         at         he         t         nd         et         ur         he           t         e         of         u         of         er         rt         at         s         nt         er         th           C         i         ce         r         Bi         th         D         e         of         st         sp           a         a         o         ss         e         rth         e         a         of         di         at         ec         e         st         sp           t         I         f         ati         ec         e         sq         ua         ial         ec         ec         e         sq         ua         ial         ec         ec         e         sq         ua         ial         ec         ec</td> <td>u         n         a         at         e         at         he         t         nd         et         ur         he         at         e         th         a         D         ail         re         th         e         of         ur         he         et         he         th         a         D         ail         re         th         e         of         c         th         e         of         st         sp         pa           a         a         o         ss         e         rth         e         a         of         di         at         ec         ss         ss         pa           t         I         f         ati         ec         e         sq         ua         sq         ua         re         g         ss         sp         pa           o         a         p         re         re</td> <td>  N</td> <td>  U</td> <td>  U</td> <td>  U</td> <td>  U</td> <td>  U</td>	u         n         a         at         e         at         he         t         nd         et           b         i         t         e         n         e         th         a         D         ail           t         e         of         u         of         er         rt         at         s           c         i         ce         rt         e         of         di         di         di         sq         i         di         sq         i         liffi         ca         ca         tio         n         n         n         n         liffi         q         ed         u         ? 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M r s.	P RI Y A D A R S HI NI NI G A	0 0 2 6 7 1 0	E D		2 0 - S e p - 1 9 9	0 1- Ju n- 2 0 1		2 6- M ar - 1 9 5 7	N o		A cti ve	N A	1	0	0	0		

	M																	
M r.	K A U S HI K D U T T	0 3 3 2 8 8 9 0	ID	0 9 - J u l- 2 0 1 4	0 9- Ju 1- 2 0 1	1 0 4 2 3	0 1- M ay - 1 9 6 2	N o		A cti ve	N A		4	4	4	3	A C, R C, N R C	
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	S			0	0		6								
	Н			2											
	N			0											
	Α														
	N														

Company Remarks	
Whether Regular	Yes
chairperson appointed	
Whether Chairperson is	Yes
related to MD or CEO	

# ii. Composition of Committees

# a. Audit Committee

Sr.	Name of Committee members	Category	Chairperson/Member	Date of	Date of
No.				Appointment	Cessation
1	KAUSHIK DUTTA	ID	Chairperson	09-Jul-2014	
2	SAURABH SRIVASTAVA	ID	Member	18-Sep-2017	
3	SUBRAMANIAM RAMNATH	ID	Member	22-Nov-2017	
	IYER				

Company Remarks		
Whether Regular	Yes	
chairperson appointed		

b. Stakeholders Relationship Committee

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Sr.	Name of Committee members	Category	Chairperson/Member	Date of	Date of
No.				Appointment	Cessation
1	SUBRAMANIAM RAMNATH IYER	ID	Chairperson	22-Nov-2017	
2	DIWAKAR NIGAM	C,ED	Member	14-Jun-2017	
3	T.S. VARADARAJAN	ED	Member	14-Jun-2017	

Company Remarks			
Whether Regular	Yes		
chairperson appointed			

c. Risk Management Committee

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of Cessation
1	PADMAJA KRISHNAN	ID	Chairperson	25-May-	Ocssation
2	DIWAKAR NIGAM	C,ED	Member	2021 25-May- 2021	

3	KAUSHIK DUTTA	ID	Member	25-May-
				2021
4	SUBRAMANIAM	ID	Member	25-May-
	RAMNATH IYER			2021
5	VIRENDER JEET	CHIEF EXECUTIVE	Member	25-May-
		OFFICER		2021
6	SURENDER JEET RAJ	EVP GLOBAL	Member	25-May-
		BUSINESS STRATEGY		2021
		AND HR		

Company Remarks	
Whether Regular	Yes
chairperson appointed	

# d. Nomination and Remuneration Committee

Sr.	Name of Committee members	Category	Chairperson/Member	Date of	Date of
No.				Appointment	Cessation
1	SUBRAMANIAM RAMNATH IYER	ID	Chairperson	22-Nov-2017	
2	KAUSHIK DUTTA	ID	Member	09-Jul-2014	
3	SAURABH SRIVASTAVA	ID	Member	18-Sep-2017	

Company Remarks		
Whether Regular	Yes	
chairperson appointed		

# iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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
18-Oct-2022	Yes	7	7	4
17-Jan-2023	Yes	7	7	4
14-Feb-2023	Yes	7	7	4
24-Mar-2023	Yes	7	7	4

Company Remarks	
Maximum gap between any	90
two consecutive (in number of	
days)	

# iv. Meeting of Committees

Name of	Date(s) of	Whether	Total	Number of	Number of	Number of
the	meeting (Enter	requirement	Number of	Directors	Independen	Members
Committee	dates of	of Quorum	Directors	present (All	t directors	attending
	Previous	met	in the	directors	attending	the
	quarter and	(Yes/No)	Committe	including	the meeting	Meeting
	Current quarter	,	e as on	Independent		(Other than
	in .		date of the	Director)		Board of

	chronological order)		meeting			Directors)
Audit Committee	18-0ct-2022	Yes	3	3	3	0
Audit Committee	17-Jan-2023	Yes	3	3	3	0
Audit Committee	24-Mar-2023	Yes	3	3	3	0
Nomination & Remunerati on Committee	18-0ct-2022	Yes	3	3	3	0
Nomination & Remunerati on Committee	17-Jan-2023	Yes	3	3	3	0
Risk Manageme nt Committee	04-Jan-2023	Yes	4	3	2	2

Company Remarks	
Maximum gap between any	90
two consecutive (in number of	
days) [Only for Audit	
Committee]	

# v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related	
party transactions and	
Disclosure of notes of material	
related party transactions	

#### VI. Affirmations

- 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

- b. Nomination & remuneration committee Yes
- c. Stakeholders relationship committee Yes
- d. Risk management committee (applicable to the top 1000 listed entities) Yes
- 3. 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
- 4. 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
- 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.  **Yes** 
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Aman Mourya

Designation : Company Secretary & Compliance Officer

# **ANNEXURE II**

# Format 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 Listin			S			
Item		mplianc	Compa	ny Remark	W	Vebsite Vebsite
	es	tatus	-			
As per regulation 46(2) of the LODR:						
Details of business	Yes				htt	ps://newgensoft.com
Terms and conditions of appointment of	Yes					ps://newgensoft.com
Composition of various committees of	Yes					ps://newgensoft.com
Code of conduct of board of directors and	Yes				_	ps://newgensoft.com
Details of establishment of vigil mechanism/					_	
Criteria of making payments to non-	Yes					ps://newgensoft.com
Policy on dealing with related party	Yes					ps://newgensoft.com
Policy for determining 'material' subsidiaries						ps://newgensoft.com
						ps://newgensoft.com
Details of familiarization programs imparted	_					ps://newgensoft.com
Email address for grievance redressal and	Yes					ps://newgensoft.com
other relevant details entity who are	V					mnany/invoctor-
Contact information of the designated	Yes					ps://newgensoft.com
Financial results	Yes					ps://newgensoft.com
Shareholding pattern	Yes					ps://newgensoft.com
Details of agreements entered into with the	Yes				htt	ps://newgensoft.com
media companies and/or their associates	V				///	n
Schedule of analyst or institutional investor	Yes				htt	ps://newgensoft.com
meet and presentations madeby the listed  New name and the old name of the listed	N 1 - 4				///	mnany/invector_
	Not					11 6
Advertisements as per regulation 47 (1)	Yes					ps://newgensoft.com
Credit rating or revision in credit rating	Yes					ps://newgensoft.com
Separate audited financial statements of	Yes				htt	ps://newgensoft.com
As per other regulations of the LODR:						
Whether company has provided information	Yes				htt	ps://newgensoft.com
under separate section on its website as per Regulation 46(2)	103				/co	mpany/investor-
Materiality Policy as per Regulation 30	Yes				htt	ps://newgensoft.com
Dividend Distribution policy as per	Yes					ps://newgensoft.com
It is certified that these contents on the	Yes					ps://newgensoft.com
Il Annual Affirmations	1163				IIICC	ps.//newgensort.com
Particulars		Regulati	on	Compl		Company
		Number	<b></b>	iance		Remark
				status		Remark
Independent director(s) have been		16(1)(b)	& <u>25(6)</u>			
appointed in terms of specified criteria of				Yes		
'independence' and/or 'eligibility'						
Board composition		17(1), 17 17(1B)	(1A) &	Yes		
Meeting of Board of directors		17(2)		Yes		
Quorum of Board meeting		17(2A)		Yes		
Review of Compliance Reports		17(3)		Yes		
Plans for orderly succession for appointments		17(4)		Yes		
Code of Conduct		17(5)		Voc		
Code of Collador		17(0)		Yes		

Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent	17(10)		
Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration	19(1) & (2)	Yes	
committee	73(1) & (2)	165	
Quorum of Nomination and Remuneration		Yes	
Committee meeting	19(2A)	163	
Meeting of nomination & remuneration	7.5(27.1)	Yes	
committee	19(3A)	103	
Composition of Stakeholder Relationship	20(1), 20(2) and	Yes	
Committee	20(2A)	103	
Meeting of stakeholder relationship		Yes	
committee	20(3A)		
Composition and role of risk management	21(1),(2),(3),(4)	Yes	
committee			
Meeting of Risk Management Committee	21(3A)	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6	Yes	
Prior or Omnibus approval of Audit	23(2), (3)	Not Applicable	
Committee for all related party			
Approval for material related party	23(4)	Not Applicable	
transactions			
Disclosure of related party transactions on	23(9)	Yes	
consolidated basis	<u> </u>		
Composition of Board of Directors of	24(1)	Yes	
unlisted material Subsidiary	0.4(0) (0) (4) (5)		
Other Corporate Governance	24(2),(3),(4),(5)	Yes	
requirements with respect to subsidiary of	& (6)		
Annual Secretarial Compliance Report	24/4)	Yes	
Alternate Director to Indone adent Director	24(A)	N - + A     -	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure		Voc	
Waxiinuin Tenare	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of	26(3)	163	
conduct from members of Board of			
Directors and Senior management		Yes	
personnel			
Disclosure of Shareholding by Non-	26(4)	Yes	
Executive Directors	, ,		

Policy with respect to Obligations of	26(2) & 26(5)	Yes	
directors and senior management			

Other Information	
Other information	

#### **III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **- Yes** 

Other Information	
Other information	

Name : Aman Mourya

Designation : Company Secretary & Compliance Officer

#### **ANNEXURE IV**

%symbol%	%companyName%	%quarterEnded%

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

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	Promot er or any other entity controll ed 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			
( )	tity would like to provide any o		,
Affirmations			
All loans (or other f connection with any promoter group, dir	orm of debt), guarantees, comfo v loan(s) (or other form of debt) of ector(s) (including their relatives them are in the economic intere	given directly or indirectly by ), key managerial personne	
Company Remark case of non- compliant status	s in		
Name: Designation: anx Place: Date:	4Designation		