

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity - **Newgen Software Technologies Limited**  
 2. Quarter ending - **31-Mar-2023**

**i. Composition Of Board Of Director**

Title (Mr. / Ms)	Name of the Director	DIN	Category (Chair person / Executive / Non-Executive / Independent / Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1 A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities in which this listed entity [in reference to Regulation 17 A (1)]	No. of Independent Directorship in listed entities in which this listed entity	No. of memberships in Audit/ Stakeholder Committee(s) in which this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities	Memberships in Committees of the Company	Remarks

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

Company Remarks	
Whether Regular chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

Sr. No.	Name of Committee members	Category	Chairperson/Member	Date of Appointment	Date of 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 chairperson appointed	Yes

**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 two consecutive (in number of days)	90

**iv. Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of
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	chronological order)		meeting			Directors)
Audit Committee	18-Oct-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 & Remuneration Committee	18-Oct-2022	Yes	3	3	3	0
Nomination & Remuneration Committee	17-Jan-2023	Yes	3	3	3	0
Risk Management Committee	04-Jan-2023	Yes	4	3	2	2

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

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	
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**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:

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**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)

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Terms and conditions of appointment of	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Composition of various committees of	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Code of conduct of board of directors and	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Details of establishment of vigil mechanism/	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Criteria of making payments to non-	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Policy on dealing with related party	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Policy for determining 'material' subsidiaries	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Details of familiarization programs imparted	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Email address for grievance redressal and other relevant details entity who are	Yes		<a href="https://newgensoft.com/company/investor">https://newgensoft.com/company/investor</a>
Contact information of the designated	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Financial results	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Shareholding pattern	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Details of agreements entered into with the media companies and/or their associates	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		<a href="https://newgensoft.com/company/investor">https://newgensoft.com/company/investor</a>
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Credit rating or revision in credit rating	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Separate audited financial statements of	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://newgensoft.com/company/investor">https://newgensoft.com/company/investor</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
Dividend Distribution policy as per	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
It is certified that these contents on the	Yes		<a href="https://newgensoft.com">https://newgensoft.com</a>
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	



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

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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<b>Other Information</b>	
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**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**

<b>Other Information</b>	
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**Name** : **Aman Mourya**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE IV**

%symbol%	%companyName%	%quarterEnded%
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**(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			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

**(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)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(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
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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**Affirmations**

*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*

**Company Remarks in case of non-compliant status**

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**Name:**  
**Designation:** anx4Designation  
**Place:**  
**Date:**