

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Newgen Software Technologies Limited**
2. Quarter ending - **31st March 2021**

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of special resolution	No. of Directors in listed entities including this listed entity	No of Independent Directors in listed entities including this listed entity	No of memberships in Audit / Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	DIWAKRANIGAM	00263222	C, E, D	M, D	01-Apr-1993	01-Jun-2019		336	12-Oct-1954	NA		1	0	1	0	SC	
Mr.	T.S. VARADARAJAN	00263115	E, D		05-Jun-1992	01-Jun-2019		346	05-May-1952	NA		1	0	1	0	SC	
Mrs.	PRIYADA	002671	E, D		20-Sep-	01-Jun-		282	26-	NA		1	0	0	0		

	RSHINI NIGAM	00		1997	2019			Mar-1957								
Mr.	KAUSHIK DUTTA	03328890	ID	09-Jul-2014	09-Jul-2019		81	01-Mar-1962	NA		3	3	7	3	AC,NRC	
Mr.	SAURABH SRIVASTAVA	00380453	ID	30-Aug-2017	30-Aug-2017		43	04-Mar-1946	Yes	27-Jul-2020	3	3	4	1	AC,NRC	
Mr.	SUBRAMANIAM RAMNATH IYER	00524187	ID	22-Nov-2017	22-Nov-2017		40	27-Jan-1958	NA		1	1	2	1	AC,SC,NRC	
Mrs.	PADMA KRISHNAN	03155610	ID	24-Mar-2020	24-Mar-2020		12	24-May-1956	NA		1	1	0	0		

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

ii. **Composition of Committees**

a. **Audit Committee**

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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 Permanent chairperson appointed	Yes

c. **Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. **Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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 Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
21-Oct-2020	20-Jan-2021	Yes	7	4
	25-Mar-2021	Yes	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 during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	21-Oct-2020		Yes	3	3
Audit Committee		20-Jan-2021	Yes	3	3
Audit Committee		25-Mar-2021	Yes	3	3
Nomination & Remuneration Committee	21-Oct-2020		Yes	3	3
Nomination & Remuneration Committee		25-Mar-2021	Yes	3	3

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

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	
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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 100 listed entities) - **Not applicable**
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)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://newgensoft.com
Terms and conditions of appointment of independent directors	Yes		https://newgensoft.com
Composition of various committees of board of directors	Yes		https://newgensoft.com
Code of conduct of board of directors and senior management	Yes		https://newgensoft.com
Details of establishment of vigil mechanism/ Whistle Blower	Yes		https://newgensoft.com
Criteria of making payments to non-executive directors	Yes		https://newgensoft.com
Policy on dealing with related party transactions	Yes		https://newgensoft.com
Policy for determining 'material' subsidiaries	Yes		https://newgensoft.com
Details of familiarization programs imparted to independent	Yes		https://newgensoft.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling	Yes		https://newgensoft.com
Contact information of the designated officials of the listed	Yes		https://newgensoft.com
Financial results	Yes		https://newgensoft.com
Shareholding pattern	Yes		https://newgensoft.com
Details of agreements entered into with the media companies and/or their associates	Yes		https://newgensoft.com
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		https://newgensoft.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://newgensoft.com
Credit rating or revision in credit rating obtained by the entity	Yes		https://newgensoft.com
Separate audited financial statements of each subsidiary of the	Yes		https://newgensoft.com
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://newgensoft.com
Materiality Policy as per Regulation 30	Yes		https://newgensoft.com
Dividend Distribution policy as per Regulation 43A (as	Not Applicable		
It is certified that these contents on the website of the listed	Yes		https://newgensoft.com
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/)	Company Remark
<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	

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

Other Information	
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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**

Other Information	
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Name : Aman Mourya
Designation : Company Secretary & Compliance Officer