

Annexure 2

Disclosure regarding Employees Stock Option Scheme (ESOS) pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

1) Details related to the Scheme:

As on 31st March 2025, the Company has in place the Newgen Employees Stock Option Scheme – 2014 (“Newgen ESOP Scheme 2014”). This scheme complies with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“Regulations”) and Companies Act 2013. All the relevant details as prescribed under above Rule and Regulations are provided below and the same is also available on the website of the Company at <https://newgensoft.com/company/investor-relations/#corporate-governance>.

A. Relevant disclosures in terms of the ‘Guidance note on accounting for employee share-based payments’ issued by ICAI or any other relevant accounting standards as prescribed from time to time.

Please refer Note 35– Share Based Payment, of Notes to the Standalone Financial Statements forming part of the Annual Report.

B. Diluted EPS on the issue of shares pursuant to the scheme covered under the regulations in accordance with ‘Indian Accounting Standard (Ind AS) - 33 - Earnings Per Share’ or any other relevant accounting standards as prescribed from time to time.

| | |
|--|--------------------------------|
| Fully diluted EPS pursuant to issue of Equity Shares on exercise of ESOPs calculated in accordance with Ind AS - 33 ‘Earning Per Share’ (Consolidated) | Basic: 22.53 Diluted: 21.89 |
|--|--------------------------------|

C. Other Details relating to Newgen ESOP 2014.

| S. No. | Particulars | Fiscal Year 2025 | | | | | | | | | | |
|----------------------------|-------------------------------------|--|--------------------------|------------------|----------------------------|---------------------------------|----------------------------|----------------------------------|----------------------------|------------------------------------|----------------------------|-----------------------------------|
| i. | a) Date of shareholders' approval | As on 31 st March 2025, the Company has in place the Newgen Employee Stock Option Scheme – 2014 ("Newgen ESOP Scheme 2014"), as approved by the shareholders on 13 th November 2014, which was further amended and modified on 28 th July 2017 by the shareholders of the Company, to be compliant with the SEBI (Share Based Employee Benefits) Regulations, 2014 during IPO procedure. Post initial public offer of the Company, the shareholders ratified the Newgen ESOP 2014 Scheme on 9 th August 2018, as required under SEBI (Share Based Employee Benefits) Regulations, 2014. This Scheme was further amended by the Board of Directors on 25 th October 2021 and by the Shareholders of the Company on 23 rd June 2022, to be compliant with the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021. | | | | | | | | | | |
| | b) Total number of options approved | 39,07,023* options are approved under the Scheme subject to necessary adjustment in case of any corporate action. <i>*Consequent to the adjustment related to the Bonus issue in the ratio of 1:1, as approved by the shareholders of the Group on 02nd January 2024, the pool of the Scheme was increased by 1,23,223 ESOPs convertible into the equal number of equity shares.</i> | | | | | | | | | | |
| | c) Vesting requirements | Set forth below is the vesting schedule, subject to there being a gap of at least one year between the date of grant of options and the vesting of such options. | | | | | | | | | | |
| | | <table><tr><th>Number of options vested</th><th>Vesting schedule</th></tr><tr><td>10% of the options granted</td><td>One year from the date of grant</td></tr><tr><td>20% of the options granted</td><td>Two years from the date of grant</td></tr><tr><td>30% of the options granted</td><td>Three years from the date of grant</td></tr><tr><td>40% of the options granted</td><td>Four years from the date of grant</td></tr></table> | Number of options vested | Vesting schedule | 10% of the options granted | One year from the date of grant | 20% of the options granted | Two years from the date of grant | 30% of the options granted | Three years from the date of grant | 40% of the options granted | Four years from the date of grant |
| Number of options vested | Vesting schedule | | | | | | | | | | | |
| 10% of the options granted | One year from the date of grant | | | | | | | | | | | |
| 20% of the options granted | Two years from the date of grant | | | | | | | | | | | |
| 30% of the options granted | Three years from the date of grant | | | | | | | | | | | |
| 40% of the options granted | Four years from the date of grant | | | | | | | | | | | |

| S. No. | Particulars | Fiscal Year 2025 |
|--------|---|---|
| | d) Exercise price or pricing formula | ₹63 |
| | e) Maximum term of options granted | Once the options have vested, such options have to be exercised within a period of five years from the date on which the last of the options vest. The Vesting period shall be as stated in above point (c). |
| | f) Source of shares (primary, secondary or combination) | The Company uses Trust Route for implementing this Scheme. The source of Share to the Trust as on 31 st March 2025 is Primary. For more information, please refer details related to Newgen ESOP Trust as provided in this disclosure. |
| | g) Variation in terms of options | NIL |
| ii. | Method used to account for NEWGEN ESOP 2014(Intrinsic or fair value)/ | Fair Value Method using Black-Scholes Model |
| iii. | Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed. | During the financial year 2024-25 Company followed fair value accounting of stock options. |

iv. Option movement during the year

| S. No. | Particulars | Fiscal Year 2025 |
|--------|---|------------------|
| a) | Number of options outstanding at the beginning of the year | 4,25,180 |
| b) | Number of options granted during the year | 43,000 |
| c) | Number of options forfeited / lapsed during the year | Nil |
| d) | Number of options vested during the year | 1,15,000 |
| e) | Number of options exercised during the year | 1,15,400 |
| f) | Number of shares arising as a result of exercise of options | 1,15,400 |
| g) | Money realized by exercise of options (INR), if the Scheme is implemented directly by the company | 36,35,100 |
| h) | *Loan repaid by the Trust during the year from exercise price received | Nil |
| i) | Number of options outstanding at the end of the year | 3,52,780 |
| j) | Number of options exercisable at the end of the year | 2,79,780 |

*no loan is outstanding under this Scheme.

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|--|--|
| <p>v. Weighted-average exercise prices and weighted-average fair values of options are disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.</p> | <ul style="list-style-type: none"> Weighted-average exercise prices: ₹63/- Weighted-average fair values of options granted during the year: NA |
|--|--|

vi. Employee wise details of the options granted:

| a. Option granted to Senior Managerial Personnel & KMPs during the year | Nil | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|---|----------------|----------------------|------------|----------------|------------|-----------------|-----|----------------|-------|------------|-----------------|-----|----------------|-------|------------|-------------------------|-----|----------------|------|------------|--------------|-----|----------------|------|------------|--------------------------|-----|----------------|-------|------------|
| b. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year under the Scheme. | <table><tr><th>Employee Name</th><th>Employee Designation</th><th>Grant Name</th><th>Option Granted</th><th>Grant Date</th></tr><tr><td>Abhinav Kaushik</td><td>AVP</td><td>ESOP 2014/VIII</td><td>10000</td><td>18.07.2024</td></tr><tr><td>Avinash Agarwal</td><td>AVP</td><td>ESOP 2014/VIII</td><td>10000</td><td>18.07.2024</td></tr><tr><td>Dharmendra Kumar Thakur</td><td>AVP</td><td>ESOP 2014/VIII</td><td>6500</td><td>18.07.2024</td></tr><tr><td>Krishan Dutt</td><td>AVP</td><td>ESOP 2014/VIII</td><td>6500</td><td>18.07.2024</td></tr><tr><td>Dixit Shantanu Choudhari</td><td>AVP</td><td>ESOP 2014/VIII</td><td>10000</td><td>18.07.2024</td></tr></table> | Employee Name | Employee Designation | Grant Name | Option Granted | Grant Date | Abhinav Kaushik | AVP | ESOP 2014/VIII | 10000 | 18.07.2024 | Avinash Agarwal | AVP | ESOP 2014/VIII | 10000 | 18.07.2024 | Dharmendra Kumar Thakur | AVP | ESOP 2014/VIII | 6500 | 18.07.2024 | Krishan Dutt | AVP | ESOP 2014/VIII | 6500 | 18.07.2024 | Dixit Shantanu Choudhari | AVP | ESOP 2014/VIII | 10000 | 18.07.2024 |
| Employee Name | Employee Designation | Grant Name | Option Granted | Grant Date | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Abhinav Kaushik | AVP | ESOP 2014/VIII | 10000 | 18.07.2024 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Avinash Agarwal | AVP | ESOP 2014/VIII | 10000 | 18.07.2024 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dharmendra Kumar Thakur | AVP | ESOP 2014/VIII | 6500 | 18.07.2024 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Krishan Dutt | AVP | ESOP 2014/VIII | 6500 | 18.07.2024 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dixit Shantanu Choudhari | AVP | ESOP 2014/VIII | 10000 | 18.07.2024 | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| c. Identified employees who were granted option during any one year equal to or exceeding 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant. | NIL | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

vii. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

| Particulars | Newgen ESOP 2014 Grant – VIII 18.07.2024 |
|---|--|
| Date of grant | 18.07.2024 |
| Fair value of options at grant date | 955.03 |
| *Share price at grant date | 1049.05 |
| Exercise price | 63/- |
| Expected volatility (weighted-average) | 46.04% |
| Expected life (weighted-average) | 5 Yrs |
| Expected dividends | 0.85% |
| Risk-free interest rate (based on government bonds) | 6.83% - 6.84% |

| | |
|--|--|
| How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility | Historical volatility for the entire period has been taken since the shares are listed in the stock exchange. |
| The method used and the assumptions made to incorporate the effects of expected early exercise | The fair value of the employee share options has been measured using the Black-Scholes formula which presumes the option will be exercised at the end of the term. |
| whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition | Yes. That has already taken effect through volatility and risk-free rate. |

2) Details Related to Trust:

Newgen ESOP 2014 will continue to be implemented through the Trust Route and accordingly, Newgen ESOP Trust was constituted for Newgen ESOP 2014. In Trust Route, the Trust will utilize the shares already held by it and will acquire the shares of the company either through fresh allotment from the company or by way of secondary acquisition, if any.

(i) Details:

| S.No. | Particulars | Newgen ESOP Trust (For Newgen ESOP 2014) |
|-------|--|--|
| 1. | Name of the Trust | Newgen ESOP Trust |
| 2. | Details of the Trustee (s) | Mr. Amarendra Kishore Sharan and Mr. Arun Aggarwal* |
| 3. | Amount of loan disbursed by the company/ any company in the group during the year | NIL |
| 4. | Amount of loan outstanding (repayable to company/ any company in the group) as at the end of the year | NIL |
| 5. | Amount of loan, if any, taken from any other source for which the company or any company in the group has provided any security or guarantee | NIL |
| 6. | Any other contribution made to the Trust during the year | NIL |

*During the financial year Mr. Arun Aggarwal has been appointed as a Trustee in place of Mr. Arvind Kaul.

(ii) Brief details of transactions in shares by the Trust:

| S.No. | Particulars | Newgen ESOP Trust (For Newgen ESOP 2014) |
|-------|--|---|
| 1. | Number of shares held at the beginning of the year | 3,06,786 |
| 2. | Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid-up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share | Nil |
| 3. | Number of shares transferred to the employees / sold along with the purpose thereof | 1,15,400 |
| 4. | Number of shares held at the end of the year. | 1,91,386 |

(iii) In case of secondary acquisition of shares by the Trust:

| Number of shares | As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained Newgen ESOP Trust |
|--|---|
| Held at the beginning of the year | NIL |
| Acquired during the year | NIL |
| Sold during the year | NIL |
| Transferred to the employees during the year | NIL |
| Held at the end of the year | NIL |

For and on behalf of Board of Directors

Diwakar Nigam

Chairman & Managing Director
DIN: 00263222

Date: 27.05. 2025
Place: New Delhi

Annexure 2A

Disclosure regarding Employees Stock Option Scheme (ESOS) pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

1) Details related to the Scheme:

As on 31st March 2025, the Company has in place the Newgen Employees Stock Option Scheme – 2022 (“Newgen ESOP Scheme 2022”). This scheme complies with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“Regulations”) and Companies Act 2013. All the relevant details as prescribed under above Rule and Regulations are provided below and the same is also available on the website of the Company at <https://newgensoft.com/company/investor-relations/#corporate-governance>.

A. Relevant disclosures in terms of the ‘Guidance note on accounting for employee share-based payments’ issued by ICAI or any other relevant accounting standards as prescribed from time to time.

Please refer Note 35– Share Based Payment, of Notes to the Standalone Financial Statements forming part of the Annual Report.

B. Diluted EPS on issue of shares pursuant to the scheme covered under the regulations in accordance with ‘Indian Accounting Standard (Ind AS) - 33 - Earnings Per Share’ or any other relevant accounting standards as prescribed from time to time.

| | |
|--|----------------|
| Fully diluted EPS pursuant to issue of Equity Shares on exercise of ESOPs | Basic: 22.53 |
| calculated in accordance with Ind AS - 33 ‘Earning Per Share’ (Consolidated) | Diluted: 21.89 |

C. Other Details relating to Newgen ESOP 2022.

| S. No. | Particulars | Fiscal Year 2025 | | | | | | | | | | |
|----------------------------|--|--|--------------------------|------------------|----------------------------|-------------------------------------|----------------------------|--------------------------------------|----------------------------|--|----------------------------|---------------------------------------|
| i. | a) Date of shareholders' approval | <p>As on 31st March 2025, the Company has in place the Newgen Employee Stock Option Scheme – 2022 ("Newgen ESOP Scheme 2022"), as approved by the shareholders on 23rd June 2022.</p> <p>This Scheme is further amended on 25th July 2024 by the Shareholders of the Company for increase in the pool of the Stock Options and other amendments in Newgen Software Technologies Limited Employees Stock Option Scheme – 2022.</p> | | | | | | | | | | |
| | b) Total number of options approved | <p>The maximum number of 42,00,000 shares* can be issued under this scheme.</p> <p>*Consequent to the adjustment related to the Bonus issue in the ratio of 1:1, as approved by the members of the Company on 2nd January 2024 the pool of the Scheme was increased from 14,00,000 to 28,00,000 ESOPs convertible into the equal number of equity shares.</p> <p>*Added further 14,00,000 shares in the Scheme with the approval of shareholders on 25th July 2024.</p> | | | | | | | | | | |
| | c) Vesting requirements | <p>Set forth below is the vesting schedule, subject to there being a gap of at least one year between the date of grant of options and the vesting of such options.</p> <table><tr><th>Number of options vested</th><th>Vesting schedule</th></tr><tr><td>10% of the options granted</td><td>One year from the date of the grant</td></tr><tr><td>20% of the options granted</td><td>Two years from the date of the grant</td></tr><tr><td>30% of the options granted</td><td>Three years from the date of the grant</td></tr><tr><td>40% of the options granted</td><td>Four years from the date of the grant</td></tr></table> | Number of options vested | Vesting schedule | 10% of the options granted | One year from the date of the grant | 20% of the options granted | Two years from the date of the grant | 30% of the options granted | Three years from the date of the grant | 40% of the options granted | Four years from the date of the grant |
| Number of options vested | Vesting schedule | | | | | | | | | | | |
| 10% of the options granted | One year from the date of the grant | | | | | | | | | | | |
| 20% of the options granted | Two years from the date of the grant | | | | | | | | | | | |
| 30% of the options granted | Three years from the date of the grant | | | | | | | | | | | |
| 40% of the options granted | Four years from the date of the grant | | | | | | | | | | | |

| S. No. | Particulars | Fiscal Year 2025 |
|--------|---|---|
| | d) Exercise price or pricing formula | The Exercise Price of the Shares in the Scheme will be based upon the Market Price, along with a maximum discount of 10%, as approved by the Nomination & Remuneration Committee. |
| | e) Maximum term of options granted | Once the options have vested, such options have to be exercised within a period of five years from the date on which the last of the options vest. The vesting period shall be as stated in above point (c). |
| | f) Source of shares (primary, secondary or combination) | Company uses Trust Route for implementing this Scheme. The source of Share to the Trust as on 31 st March 2025 is Primary. For more information, please refer details related to Newgen ESOP Trust as provided in this disclosure. |
| | g) Variation in terms of options | NIL |
| ii. | Method used to account for NEWGEN ESOP 2022(Intrinsic or Fair value) | Fair Value Method using Black-Scholes Model |
| iii. | Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed. | During the financial year 2024-25, Company followed fair value accounting of stock options. |

iv. Option movement during the year

| S. No. | Particulars | Fiscal Year 2025 |
|--------|---|--|
| a) | Number of options outstanding at the beginning of the year | 24,05,927 |
| b) | Number of options granted during the year | 8,35,400 |
| c) | Number of options forfeited / lapsed during the year | 2,84,280 |
| d) | Number of options vested during the year | 3,78,580 |
| e) | Number of options exercised during the year | 2,13,253 |
| f) | Number of shares arising as a result of exercise of options | 2,13,253 |
| g) | Money realized by exercise of options (INR), if the Scheme is implemented directly by the company | ₹4,01,84,043/- |
| h) | Loan repaid by the Trust during the year from exercise price received | ₹4,64,89,926/- (including interest of Loan) |
| i) | Number of options exercisable at the end of the year | 2,90,714 |

| | | |
|----|--|--|
| v. | Weighted-average exercise prices and weighted-average fair values of options disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock. | <ul style="list-style-type: none"> Weighted-average exercise prices: ₹516.84/- Weighted-average fair values of options granted during the year: NA |
|----|--|--|

vi. Employee wise details of the options granted:

| a. Option granted to Senior Managerial Personnel & KMPs during the year | KMPs:- NIL Senior Managerial Personnel:- | | | | | | | | | | | | | | | | |
|--|---|-----------------------------------|--------------|-------------|--------------|---|-------------------|-----------------------------------|------|---|----------------------|----------------------------------|------|---|-------------------|------------------|-------|
| | <table><tr><th>S.No.</th><th>Name of SMP</th><th>Designation</th><th>ESOP Granted</th></tr><tr><td>1</td><td>Mr. Nitin Agarwal</td><td>AVP - Process Digitisation - Head</td><td>8000</td></tr><tr><td>2</td><td>Mr. Soni Neelankavil</td><td>AVP - QSG and Chief Risk Officer</td><td>8000</td></tr><tr><td>3</td><td>Ms. Runki Goswami</td><td>Marketing – Head</td><td>15000</td></tr></table> | S.No. | Name of SMP | Designation | ESOP Granted | 1 | Mr. Nitin Agarwal | AVP - Process Digitisation - Head | 8000 | 2 | Mr. Soni Neelankavil | AVP - QSG and Chief Risk Officer | 8000 | 3 | Ms. Runki Goswami | Marketing – Head | 15000 |
| S.No. | Name of SMP | Designation | ESOP Granted | | | | | | | | | | | | | | |
| 1 | Mr. Nitin Agarwal | AVP - Process Digitisation - Head | 8000 | | | | | | | | | | | | | | |
| 2 | Mr. Soni Neelankavil | AVP - QSG and Chief Risk Officer | 8000 | | | | | | | | | | | | | | |
| 3 | Ms. Runki Goswami | Marketing – Head | 15000 | | | | | | | | | | | | | | |
| b. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year | Not Applicable | | | | | | | | | | | | | | | | |
| c. Identified employees who were granted option during any one year equal to or exceeding 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant. | Not Applicable | | | | | | | | | | | | | | | | |

vii. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

| Particulars | ESOP Grant in Financial Year 2024-25 | | | |
|--|--------------------------------------|---------------|---------------|-------------|
| Date of grant | Grant V | Grant VI | Grant VII | Grant VIII |
| Fair value of options at grant date | 439.45 | 535.76 | 688.34 | 809.21 |
| Share price at grant date | 866.45 | 1049.05 | 1350.85 | 1586.10 |
| Exercise price | 780 | 944.15 | 1216 | 1427.50 |
| Expected volatility (weighted-average) | 45.38% | 46.04% | 46.37% | 46.39% |
| Expected life (weighted-average) | 5 Years | 5 years | 5 years | 5 years |
| Expected dividends | 0.95% | 0.85% | 0.85% | 0.85% |
| Risk-free interest rate (based on government bonds) | 7.08%-7.12% | 6.80% - 6.84% | 6.57% - 6.65% | 6.63%-6.67% |

| | |
|--|--|
| How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility | Historical volatility for the entire period has been taken since the shares are listed in the stock exchange. |
| The method used and the assumptions made to incorporate the effects of expected early exercise | The fair value of the employee share options has been measured using the Black-Scholes formula which presumes the option will be exercised at the end of the term. |
| whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition | Yes. That has already taken effect through volatility and risk-free rate. |

2) Details Related to Trust:

Newgen ESOP 2022 will continue to be implemented through the Trust Route and accordingly, Newgen ESOP Trust was constituted for Newgen ESOP 2022. In Trust Route, the Trust will utilize the shares already held by it and will acquire the shares of the company either through fresh allotment from the company or by way of secondary acquisition, if any.

(i) Details:

| S.No. | Particulars | Newgen ESOP Trust (For Newgen ESOP 2022) |
|-------|--|---|
| 1. | Name of the Trust | Newgen ESOP Trust |
| 2. | Details of the Trustee (s) | Mr. Amarendra Kishore Sharan and Mr. Arun Aggarwal |
| 3. | Amount of loan disbursed by the company/ any company in the group during the year | ₹10,25,73,713/- |
| 4. | Amount of loan outstanding (repayable to the Company/ any company in the group) as at the end of the year | Loan:- ₹43,20,31,326/- Interest:- ₹49,15,592/- |
| 5. | Amount of loan, if any, taken from any other source for which the company or any company in the group has provided any security or guarantee | NIL |
| 6. | Any other contribution made to the Trust during the year | NIL |

*During the financial year Mr. Arun Aggarwal was appointed as a Trustee in place of Mr. Arvind Kaul.

(ii) Brief details of transactions in shares by the Trust under this specific Scheme:

| S.No. | Particulars | Newgen ESOP Trust (For Newgen ESOP 2022) |
|-------|--|--|
| 1. | Number of shares held at the beginning of the year (under this Scheme 2022) | 2,05,697* |
| 2. | Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid-up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share | Primary issuance: 3,93,385 shares. Secondary acquisition: Nil |
| 3. | Number of shares transferred to the employees / sold along with the purpose thereof | 2,13,253 |
| 4. | Number of shares held at the end of the year. | 3,85,829 |

*Adjusted with shares in transit (in process of transfer of shares to the employee as on 1st April 2025).

(iii) In case of secondary acquisition of shares by the Trust:

| Number of shares | As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained Newgen ESOP Trust |
|--|---|
| Held at the beginning of the year | NIL |
| Acquired during the year | NIL |
| Sold during the year | NIL |
| Transferred to the employees during the year | NIL |
| Held at the end of the year | NIL |

For and on behalf of Board of Directors

Diwakar Nigam

Chairman & Managing Director
DIN: 00263222

Date: 27.05.2025
Place: New Delhi

Annexure 2B

Disclosure regarding Restricted Stocks Units (RSU) pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

1) Details related to the Scheme:

As on 31st March 2025, the Company has also in place the Newgen Software Technologies Restricted Stock Units Scheme - 2021 ("Newgen RSU - 2021"). This scheme complies with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("Regulations") and Companies Act 2013. All the relevant details as prescribed under the above Rule and Regulations are provided below and the same is also available on the website of the Company at <https://newgensoft.com/company/investor-relations/#corporate-governance>.

A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

Please refer Note number 35 - Share-Based Payment, of Notes to the Standalone Financial Statements forming part of the Annual Report.

B. Diluted EPS on issue of shares pursuant to the scheme covered under the regulations in accordance with 'Indian Accounting Standard (Ind AS) - 33 - Earnings Per Share' or any other relevant accounting standards as prescribed from time to time:

| | |
|--|----------------|
| Fully diluted EPS pursuant to issue of Equity Shares on exercise of RSUs | Basic: 22.53 |
| calculated in accordance with Ind AS - 33 'Earning Per Share' (Consolidated) | Diluted: 21.89 |

C. Other Details relating to Newgen RSU - 2021

| S. No. | Particulars | Fiscal Year 2025 | | | | | | |
|--|--|--|-------------|------------------------|--|-------------------------|--|-------------------------|
| i. | a) Date of shareholders' approval | <p>The Newgen Software Technologies Restricted Stock Units Scheme - 2021 ("Newgen RSU - 2021"), was approved by the shareholders on 26th December 2020, which was further amended on 25th October 2021 by the Board of Directors of the Company, to be compliant with the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.</p> <p>This Scheme is further amended on 23rd June 2022 by the Share holders of the Company, to be compliant with the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.</p> | | | | | | |
| | b) Total number of RSUs approved | <p>The maximum number of 28,00,000 shares can be issued under this Scheme.</p> <p><i>*Consequent to the adjustment related to the Bonus issue in the ratio of 1:1, as approved by the members of the Company on 2nd January 2024 the pool of the Scheme was increased from 14,00,000 to 28,00,000 RSUs convertible into the equal number of equity shares.</i></p> | | | | | | |
| | c) Total number of RSUs granted during the year. | Nil | | | | | | |
| | d) Vesting requirements | <p>Set forth below is the vesting schedule, subject to the performance matrix and eligibility:</p> <table><thead><tr><th>Time Period</th><th>% of RSUs to be vested</th></tr></thead><tbody><tr><td>At the end of 3rd year from the grant date</td><td>50% of the RSUs Granted</td></tr><tr><td>At the end of 5th year from the grant date</td><td>50% of the RSUs Granted</td></tr></tbody></table> <p><i>*Vesting schedule is subject to the performance matrix as defined in the Scheme.</i></p> | Time Period | % of RSUs to be vested | At the end of 3 rd year from the grant date | 50% of the RSUs Granted | At the end of 5 th year from the grant date | 50% of the RSUs Granted |
| Time Period | % of RSUs to be vested | | | | | | | |
| At the end of 3 rd year from the grant date | 50% of the RSUs Granted | | | | | | | |
| At the end of 5 th year from the grant date | 50% of the RSUs Granted | | | | | | | |
| | e) Exercise price or pricing formula | ₹10/- each RSU | | | | | | |
| | f) Maximum term of RSUs granted | Once the RSUs have vested, such RSUs have to be exercised within a period of five years from the date on which the last of the RSUs vest. The vesting period shall be as stated in above point (d). | | | | | | |

| S. No. | Particulars | Fiscal Year 2025 |
|--------|--|--|
| | g) Source of shares (primary, secondary or combination) | Company uses Trust Route for implementing this Scheme. For more information, please refer to details related to Newgen RSU Trust as provided in this disclosure. |
| ii. | h) Variation in terms of RSUs | NIL |
| | Method used to account for NEWGEN RSU 2021 (Intrinsic or Fair value) | Fair value method |
| iii. | Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed | During the financial year 2024-25, Company followed fair value accounting of stock RSUs. |

iv. RSUs movement during the year

| S. No. | Particulars | Fiscal Year 2025 |
|--------|--|------------------|
| a | Number of RSUs outstanding at the beginning of the year | 26,40,000 |
| b | Number of RSUs granted during the year | Nil |
| c | Number of RSUs forfeited / lapsed during the year | 6,000 |
| d | Number of RSUs vested during the year | 12,52,000 |
| e | Number of RSUs exercised during the year | 1,04,975 |
| f | Number of shares arising as a result of exercise of RSUs | 1,04,975 |
| g | Money realized by exercise of RSUs (INR), if scheme is implemented directly by the Company | ₹5,24,875 |
| h | Loan repaid by the Trust during the year from exercise price received | Nil |
| i | Number of RSUs outstanding at the end of the year | 25,29,025 |
| j | Number of RSUs exercisable at the end of the year | 11,47,025 |

- v. Weighted-average exercise prices and weighted-average fair values of RSUs disclosed separately for RSUs whose exercise price either equals or exceeds or is less than the market price of the stock.
- Weighted-average exercise prices: ₹10/-
 - Weighted-average fair values of options granted during the year: NA

vi i. Employee wise details of the RSUs granted:

| | | |
|----|---|-----|
| a. | RSUs granted to Senior Managerial Personnel & KMPs during the year | NIL |
| b. | Any other employee who receives a grant in any one year of RSUs amounting to 5% or more of RSUs granted during that year. | NIL |
| c. | Identified employees who were granted RSUs during any one year equal to or exceeding 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant. | NIL |

vii. A description of the method and significant assumptions used during the year to estimate the fair value of RSUs including the following information:

| Particulars | |
|---|---|
| Fair value of options at grant date | No Grant during the financial year |
| Share price at grant date | |
| Exercise price | |
| Expected volatility (weighted-average) | |
| Expected life (weighted-average) | |
| Expected dividends | |
| Risk-free interest rate (based on government bonds) | |
| The method used and the assumptions made to incorporate the effects of expected early exercise | The fair value of the employee share RSUs has been measured using the Black-Scholes formula which presumes the RSUs will be exercised at the end of the term. |
| How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility. | The fair value of the employee share options has been measured using the Black-Scholes formula which presumes the RSUs will be exercised at the end of the term |
| Whether and how any other features of the RSUs grant were incorporated into the measurement of fair value, such as a market condition | Yes. That has already taken effect through volatility and risk-free rate. |

2) Details Related to Trust:

Newgen RSU - 2021 will continue to be implemented through the Trust Route and accordingly, Newgen RSU Trust was constituted to implement the Scheme. In the Trust Route, the Trust will acquire the shares of the Company either through fresh allotment from the Company or by way of secondary acquisition, if any.

(i) Details:

| S.No. | Particulars | Newgen RSU Trust |
|-------|--|---|
| 1 | Name of the Trust | Newgen RSU Trust |
| 2 | Details of the Trustee (s) | Mr. Rajesh Pathak Mr. Arun Aggarwal* |
| 3 | Amount of loan disbursed by the company/ any company in the group during the year | Nil |
| 4 | Amount of loan outstanding (repayable to Company/ any company in the group) as at the end of the year | Principle: ₹47,00,000 Interest : ₹72,110 |
| 5 | Amount of loan, if any, taken from any other source for which the company or any company in the group has provided any security or guarantee | NIL |
| 6 | Any other contribution made to the Trust during the year | NIL |

*During the financial year, Mr. Arun Aggarwal has been appointed as a Trustee in place of Mr. Arvind Kaul.

(ii) Brief details of transactions in shares by the Newgen RSU Trust:

| S.No. | Particulars | Newgen RSU Trust |
|-------|--|------------------|
| 1 | Number of shares held at the beginning of the year | NIL |
| 2 | Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid-up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share | 9,40,000 |
| 3 | Number of shares transferred to the employees / sold along with the purpose thereof | 1,04,975 |
| 4 | Number of shares held at the end of the year. | 8,35,025 |

(iii) In case of secondary acquisition of shares by the Trust:

| Number of shares | As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained |
|--|--|
| | Newgen RSU Trust |
| Held at the beginning of the year | NIL |
| Acquired during the year | NIL |
| Sold during the year | NIL |
| Transferred to the employees during the year | NIL |
| Held at the end of the year | NIL |

For and on behalf of Board of Directors

Diwakar Nigam

Chairman & Managing Director
DIN: 00263222

Date: 27.05.2025
Place: New Delhi