



NEWGEN SOFTWARE TECHNOLOGIES LIMITED

(CIN: L72200DL1992PLC049074)

Regd. Office: A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi - 110 067

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NOTICE OF 26th ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting ("AGM") of Newgen Software Technologies Limited ('the Company') will be held on Thursday, the 9th day of August 2018, at 11.00 AM at National Cooperative Consumers' Federation of India Limited (NCUI) Complex, 3, Siri Institutional Area, August Kranti Marg, Hauz Khas, New Delhi - 110016 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the reports of Board of Directors & Auditors thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended 31st March, 2018.
2. To declare the payment of Dividend at the rate of Rs. 2/- per Equity Share having Face value of Rs. 10/- each of the Company for the Financial Year 2017-18.
3. To appoint a director in place of Mr. T.S. Varadarajan (DIN: 00263115), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **Appointment of Mr. Saurabh Srivastava (DIN: 00380453) as an Independent Director on the Board of the Company.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and other applicable Regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Saurabh Srivastava (DIN: 00380453), who was appointed as an Additional Director (in the category of Independent Director) of the Company by the Board of Directors with effect from 30th August, 2017, pursuant to Section 161(1) of the Act, be and is hereby appointed as an Independent Director of the Company for an initial term of 5 (five) years i.e. from 30th August, 2017 up to 29th August, 2022 not liable to retire by rotation."

5. **Appointment of Mr. Subramaniam Ramnath Iyer (DIN: 00524187) as an Independent Director on the Board of the Company.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and other applicable Regulation(s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Subramaniam Ramnath Iyer (DIN: 00524187) who was appointed as an Additional Director (in the category of Independent Director) of the Company by the Board of Directors with effect from 22nd November, 2017 pursuant to Section 161(1) of the Act, be and is hereby appointed as an Independent Director of the Company for an initial term of 5 (five) years i.e. from 22nd November, 2017 to 21st November, 2022, not liable to retire by rotation."

6. **To Ratify the Newgen Employees Stock Option Scheme-2014**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules contained therein (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("SEBI SBEB Regulations") Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines and applicable accounting policies in that behalf (hereinafter together referred to as "the Extant Guidelines") and subject to such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) or bodies and such terms and conditions as may be prescribed/imposed by the

appropriate regulatory authority(ies)/institution(s) or bodies while granting such approval(s), consent(s), permission(s) and/or sanction(s), as may require, the Newgen Employees Stock Option Scheme-2014 ("the Scheme" or "NEWGEN ESOP 2014"), which was approved by the Shareholders in their Extra-ordinary General Meeting held on November 13, 2014 and further amended in the 25th Annual General Meeting held on July 28, 2017, and as approved and proposed by the Board of the Company for the ratification by the Shareholders, salient features and other relevant details of which are provided in the Explanatory Statement to the Notice, be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Company, be and is, hereby authorized to continue to grant further Options under the Scheme along with the existing grants by creation and issuance of 37,83,800 (Thirty Seven Lakh Eighty Three Thousand and Eight Hundred) Employee Stock Options (hereinafter, "Options"), whereas forfeited / lapsed Options under this Scheme can be re-issued. Provided that the maximum number of shares that may be issued pursuant to exercise of Options granted to the Employees under this Scheme shall not exceed 37,83,800 (Thirty Seven Lakh Eighty Three Thousand and Eight Hundred) Equity Shares of Rs.10/- each of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution including any creation, offer, issue, allotment or listing of the shares, on behalf of the Company, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit including but not limited to making any modification, change, variation, alteration, amendment, suspension or termination of the 'Newgen Employees Stock Option Scheme-2014' from time to time, as it may, in its absolute discretion, deem necessary, expedient, proper or desirable unless such variation(s), modification(s) or alteration(s) is detrimental to the interests of the Employees and to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company;

RESOLVED FURTHER THAT for the purpose of implementation of the Newgen ESOP 2014, the Newgen ESOP Trust is authorized to acquire the Equity Shares of the Company, which shall be transferred to the Employees, on exercise of the Stock Options from time to time, pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 and / or through acquisition from the secondary market, as specified in the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any Committee of Directors with a power to further delegate to any executive / officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

7. To Ratify issuance of Options and extending benefits of Newgen Employees Stock Option Scheme-2014 to the Employees of the Subsidiary Company(ies).

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 6(3)(c) of SEBI (Share Based Employee Benefits) Regulations, 2014, Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 12 of the Companies (Shares Capital and Debentures) Rules, 2014(including any amendment thereto or re-enactment thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the resolution passed by the Shareholders in their Extra-ordinary General Meeting held on November 13, 2014 and the Annual General Meeting held on July 28, 2017, the enabling provisions of Memorandum and Articles of Association of the Company including all relevant revenue, tax, securities or exchange control regulations or corporate laws of India to the extent applicable and other prevailing statutory guidelines and applicable accounting policies in that behalf (hereinafter together referred to as "the Extant Guidelines") and subject to such other approval(s), permission(s) and sanction(s) as may be necessary from appropriate regulatory authority(ies)/ institution(s) or bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the approval and ratification by the Shareholders be and are hereby granted for extending the benefits of Newgen Employees Stock Option Scheme-2014 ("the Scheme") to present and/or future permanent Employees of the Company's Subsidiary or Subsidiaries, whether in India or abroad, and whether such Employees are Shareholders of the Company or of its subsidiaries or not, as may be allowed, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any Committee of Directors with a power to further delegate to any executive / officer of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard."

8. To Ratify Newgen ESOP Trust for secondary acquisition of Equity Shares.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED FURTHER THAT pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014 and other applicable laws, rules and regulations for the time being in force, if any, for acquiring and holding by Newgen ESOP Trust, Equity Shares not exceeding 5% of the paid up Equity Share capital of the Company, as at the end of the immediately preceding Financial Year in which the members of the Company approved the secondary acquisition, whose number shall be adjusted for any expansion in the Capital of the Company on account of any corporate action such as rights issue, bonus issue, corporate restructuring, or split of Equity Shares be and is hereby approved and ratified.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to take all such steps and actions and issue such directions as may in its absolute discretion, be deemed necessary and to settle any question or difficulty that may arise in this regard.”

By order of the Board
For Newgen Software Technologies Ltd

Sd/-
Aman Mourya
Company Secretary
M.No.:- ACS 27299

Date: 26th June, 2018
Place: New Delhi

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the special business to be transacted at the AGM, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANY OTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Members are requested to take note that pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company casting voting rights. The instrument appointing the Proxy, duly completed and signed, should reach the Registered Office of the Company, not less than 48 (forty-eight) hours before the commencement of the AGM. Proxies submitted on behalf of the bodies corporate, societies etc. must be supported by an appropriate resolution/authority, as applicable. The attendance slips and a proxy form with clear instructions for filing, stamping, signing and/or depositing the proxy form are enclosed.

Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company/Karvy Computershare Private Limited, Company's Registrar and Share Transfer Agent ('Registrar'), in advance, a duly certified copy of

the relevant board resolution/letter of authority/power of attorney, together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

3. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from 3rd August, 2018, to 9th August, 2018 (both days inclusive) for determining the names of members eligible for dividend on Equity shares, if declared at the AGM of the Company.
4. The Final Dividend of Rs. 2/- per equity share, i.e.@ 20% on the paid-up share capital, for the year 2017-18, as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to the members whose names appear:
 - a) As beneficial owners of the shares as per list to be furnished by the depositories in respect of the shares held in demat form on the closing hours of the business on 2nd August, 2018; and
 - b) As Members on the Register of Members of the Company as on 9th August, 2018, after giving effect to all valid shares transfer in physical form which would be received by the Company end of the business hours on 1st August, 2018.
5. Route map and details of prominent land mark of the venue of meeting is annexed with this Notice.
6. Members may utilize the facility extended by the Registrar for redressal of their queries by visiting at <https://karisma.karvy.com> and clicking on 'Investors' section for query registration through free identity registration process. Members may also write at einward.ris@karvy.com and investors@newgensoft.com, clearly mentioning their DP ID/Client ID.
7. In terms of Section 152 of the Act, Mr. T.S. Varadarajan, Director of the Company, retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Nomination & Remuneration Committee and Board of Directors of the Company recommend his re-appointment.
8. Mr. T.S. Varadarajan is interested in the Ordinary Resolution set out at Item No. 3, of the Notice with regard to his re-appointment. Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 3 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.
9. Details of Directors seeking appointment/re-appointment in AGM pursuant to Secretarial Standard

- on General Meetings (SS-2) and Regulation 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also attached with this Notice of AGM as annexure-I.
10. The tenure of the Statutory Auditors of the Company M/s. B S R & Associates, LLP, Chartered Accountants, having Firm Registration number 116231W/W-100024 is upto five years with effect from conclusion of 24th AGM held on 22nd August, 2016 till the conclusion of 29th AGM subject to the ratification by Shareholders in every AGM. However, with the applicability of the Companies (Amendment) Act 2017, the requirement of ratification of the appointment as aforesaid has been omitted with effect from 7th May, 2018. Therefore, the ratification of the appointment of Statutory Auditors by the shareholder of the Company in this AGM is not required and also not presented in this notice.
 11. The Auditor's Certificate certifying that the ESOP Scheme of the Company is being implemented in accordance with the Regulation 13 of SEBI (Share Based Employee Benefit) Regulations, 2014 and Newgen Employees Stock Option Scheme-2014 of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution(s) of the members of the Company, will be placed before the shareholders at the AGM.
 12. Members desiring any information/clarification on the financial statements are requested to write to the Company at least seven days in advance to enable the management to keep information ready at the AGM.
 13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, will be available for inspection at the AGM.
 14. In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their address, telephone number, e-mail id, nominees or joint holders, as the case may be.
 15. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
 16. Notice of the AGM, Annual Report 2017-18, proxy forms and attendance slip are being sent via electronic mode to members whose email addresses are registered with the Company/Registrar or the Depository Participants, unless the members have registered their requests for the hard copy. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at investors@newgensoft.com or may write to the Company at A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi- 110067, for the attention of Mr. Aman Mourya, Company Secretary of the Company.
 17. Physical copy of the AGM Notice along with proxy forms and attendance slip and a hard copy of Statement containing the salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 and rules made thereunder are sent to those Shareholders who have not registered their email addresses with the Company or Depository Participants.
 18. Members who have received the Notice, Annual Report and attendance slip in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter at the AGM.
 19. Members of the Company who have registered their email addresses are also entitled to receive such communication in physical form upon making a request for the same, by any permissible mode, free of cost. For any communication, the members may also send requests to the Company at investors@newgensoft.com.
 20. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for better management of the securities. Members can write to the Company's Registrar in this regard.
 21. Members may also note that the Notice of the 26th AGM along with the proxy form & attendance slip and the Annual Report for 2017-18 are also available on the Company's website <https://newgensoft.com>
 22. The Annual Report along with the Notice of AGM is being sent to the members, whose name appears in the register of members/depositories as at closing hours of business on 29th June, 2018.
 23. Inspection: All documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be open for inspection without any fee at the Registered Office of the Company on all working days (except Saturdays & Sundays and public holidays) from 09:30 a.m. to 05:00 p.m. A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning from 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the said meeting, provided he has given to the Company, a Notice in writing, of his intention to inspect not less than three days before the commencement of the said meeting.
 24. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the members holding shares in

physical form may nominate, in the prescribed Form SH-13, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Members holding shares in demat form may contact their respective DP for availing this facility.

25. In case of joint holders attending the meeting, the Members whose name appears as the first holders in the order of names as per the Register of Members of the Company will be entitled to vote. Guidelines for attending the 26th AGM are as follows:

25.1 Entry to the auditorium/hall

- a) Entry to the auditorium/hall will be strictly against entry card available at the counters at the venue of the meeting and against the exchange of duly filled in, signed and valid attendance slip.
- b) Members are requested to bring their copy of the Annual Report to the meeting.

25.2 Cut-off Date:

- a) The Company has fixed August 2, 2018 as the "Cut- Off Date" for remote e-voting.
- b) The remote e-voting /voting rights of the Shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-Off Date i.e. August 2, 2018 only.
- c) A person who is not a member as on the Cut-Off Date should treat this Notice for information purposes only.

25.3 Voting through electronic means / Remote e-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through Karvy Computershare Pvt. Limited (Karvy), for all the members of the Company to enable them to cast their votes electronically, on the Resolutions mentioned in the Notice of the 26th AGM of the Company.

- a) The remote e-voting period begins on 6th August, 2018 at 9:00 a.m. (IST) and ends on 8th August, 2018 at 5:00 p.m. (IST). During this period Shareholders of the Company, as on the Cut-Off Date i.e., August 2, 2018 may cast their votes electronically. The members who have already cast their vote through remote e-voting

may attend the meeting but shall not be entitled to cast their vote again at the AGM. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

- b) The remote e-voting module shall be disabled by Karvy for voting after 5:00 p.m (IST) on 8th August 2018
- c) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

25.4 The details of the process and manner for remote e-voting are explained herein below:

- i. Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM or mentioned on the attendance sheet accompanying the Notice of AGM in case email id is not registered and physical copy of the Annual Report is being received by you. The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date). Your Folio No./DP ID/Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for remote e-voting, you shall use your existing User ID and password for casting your vote.
- iii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 2nd August, 2018, may obtain the User id and password in the manner as mentioned below:

- a) If the mobile number of the member is registered against Folio No./DP ID/Client ID, the member may send SMS: MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567

- b) If e-mail id or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

- c) Members may call Karvy's toll free number 1-800-3454-001.
- d) Members may send an e-mail request to evoting@karvy.com
- If the member is already registered with Karvy for remote e-voting, he can use his existing User ID and password for casting the vote without any need for obtaining any new User ID and password.
- iv. After entering these details appropriately, click on "LOGIN".
 - v. You will now reach at the password changing Menu, wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the Event Number for *NEWGEN SOFTWARE TECHNOLOGIES LIMITED*.
 - viii. On the voting page you will see the Resolution Description and the Options "FOR/AGAINST/ABSTAIN" for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote.
 - ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xi. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
26. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: investors@newgensoft.com with a copy to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
 27. In case of any query pertaining to e-voting, please contact Karvy's toll free no. 1-800-34-54-001 or visit the FAQ's section available at Karvy's website <https://evoting.karvy.com>.
 28. In case of any grievances connected to the remote e-voting, please contact Mr. Anandan K, Manager at Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 at email id anandan.k@karvy.com contact no. 040-67161591 or the Company has designated Mr. Aman Mourya, Company Secretary & Compliance Officer to address the grievances connected with the voting by electronic means, the investors can reach Company official at +91- 11-46533200.
 29. Any person who acquires shares of the Company and becomes member of the Company post-dispatch of Notice along with the Annual Report before the Cut-Off Date may obtain the login ID and password by sending a request at evoting@karvy.com with a copy to investors@newgensoft.com
 30. Members are also advised to visit Help & FAQ section available at Karvy's website <https://evoting.karvy.com> for clarity on the e-voting process.
 31. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-Off Date, being August 2, 2018.
 32. A person, whose name is recorded in the register of Members or in the Register of Beneficial Owners maintained by the depositories, as on the cut-off date, only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
 33. Mr. Sanjay Grover (holding CP No.: 3850), Managing Partner failing him, Mr. Lokesh Dhyani (holding CP No.: 16185), Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 34. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot papers for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

35. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (forty eight) hours from the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, invalid votes, if any and whether the resolution has been carried or not, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
36. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://newgensoft.com> and on the website of Karvy Computershare Pvt Ltd. <https://evoting.karvy.com> immediately after the declaration of Results by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the BSE and NSE.
37. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, application for : (i) Transfer of physical shares (ii) Deletion of name of the deceased Shareholder(s) where the shares are held in

the name of two or more Shareholders (iii) Transmission of shares to the legal heir(s)/representative(s), where deceased Shareholder was the sole holder of shares (iv) Transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the names of two or more Shareholders has to be accompanied with a self-attested copy of their Income Tax PAN Cards along with the other required documents to the RTA irrespective of the value of the transaction. Further, in case of registration of transfer of shares in physical form, in addition to the necessary transfer documents, a self- attested copy of Income Tax PAN Card of both transferor(s) and transferee(s) shall also be furnished to the Company. Members are requested to bear in mind the aforesaid requirements while communicating with the Company or RTA for any of the purposes stated above.

By order of the Board
For Newgen Software Technologies Ltd

Date: 26th June, 2018
Place: New Delhi

Sd/-
Aman Mourya
Company Secretary
M.No.:- ACS 27299

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 4 to 8 of the accompanying Notice of 26th AGM of the Company.

Item No. 4 & 5

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors have approved the appointment of Mr. Saurabh Srivastava (DIN: 00380453) and Mr. Subramaniam Ramnath Iyer (DIN: 00524187) as Independent Directors of the Company to hold office for a period of upto 5 (five) years with effect from 30th August, 2017 and 22nd November, 2017 respectively, subject to the approval of members by ordinary resolution(s).

In terms of Section 149 and other relevant provisions of the Companies Act, 2013, Mr. Saurabh Srivastava and Mr. Subramaniam Ramnath Iyer, being eligible are proposed to be appointed as Independent Directors for a term of upto 5 (five) years with effect from their respective appointment date as aforesaid.

Mr. Saurabh Srivastava and Mr. Subramaniam Ramnath Iyer are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received the declarations from Mr. Saurabh Srivastava and Mr. Subramaniam Ramnath Iyer that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of Nomination & Remuneration Committee and the Board of Directors, Mr. Saurabh Srivastava and Mr. Subramaniam Ramnath Iyer fulfil the conditions specified in the Act and rules made thereunder for their appointment as Independent Directors of the Company and are independent of the Management. Given their expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail their services as Independent Directors of the Company.

Copies of the draft letter(s) of appointment of Mr. Saurabh Srivastava and Mr. Subramaniam Ramnath Iyer as Independent Directors setting out the terms and conditions would be available for inspection, without any fee, by the Members at the Registered Office of the Company during normal business hours on any working day, except Saturday and Sunday, till the date of this AGM.

The Board of Directors of your Company recommends the Resolution(s) in relation to appointment of Mr. Saurabh Srivastava and Mr. Subramaniam Ramnath Iyer as Independent Directors, for the approval by the members of the Company as Ordinary Resolutions,

Except Mr. Saurabh Srivastava and Mr. Subramaniam Ramnath Iyer, no other Director(s) and Key Managerial Personnel of the Company and their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly, in respect of the proposed resolution(s).

Mr. Saurabh Srivastava and Mr. Subramaniam Ramnath Iyer are interested in the respective Resolutions set out at Item Numbers 4 and 5 of the Notice with regard to their respective appointments. The relatives of Mr. Saurabh Srivastava and Mr. Subramaniam Ramnath Iyer may be deemed to be interested in their respective Resolutions to the extent of their shareholding interest, if any, in the Company,

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions.

Item No. 6, 7 & 8

The Board of Directors of the Company (hereinafter referred to as the "Board") has identified the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company and to create a sense of ownership and participation amongst them. In view of this, the Board has formulated "Newgen Employees Stock Option Scheme-2014 ("the Scheme") for the present and/or future permanent Employees of the Company and its present and future Subsidiary(ies) (hereinafter referred to as 'Employees' or 'said Employees') in accordance with the applicable laws. The same was approved by the members of the Company in their Extra-Ordinary General Meeting held on 13th November, 2014 and certain amendments to the Scheme were approved by the members in Annual General Meeting held on 28th July, 2017

The Equity Shares of the Company got listed on BSE Limited and the National Stock Exchange of India Limited ("Stock Exchanges") with effect from 29th January, 2018.

In terms of Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, ("SEBI SBEB Regulations") no Company shall make any fresh grant which involves allotment or transfer of shares to its Employees under any Schemes formulated prior to its IPO and prior to the listing of its equity shares ('pre-IPO Scheme') unless

- (i) Such pre-IPO Scheme is in conformity with these regulations; and
- (ii) Such pre-IPO Scheme is ratified by its Shareholders subsequent to the IPO.

Provided that the ratification under clause (ii) may be done at any time prior to grant of new Options or Shares or SAR under such pre-IPO Scheme.

The Company's Newgen Employees Stock Option Scheme-2014, as recommended for the ratification by the members, is in compliance with SEBI (Share Based Employee Benefits) Regulations, 2014 and the Shareholders of the Company are requested to ratify the Scheme as set out in item number 6, 7 and 8 of the Notice. The Scheme is being implemented through the Newgen ESOP Trust, for the benefit of present and/or future permanent Employees of the Company and its present and future Subsidiaries (hereinafter referred to as 'Employees' or 'said Employees') in accordance with the applicable laws. With the recommendation of the Nomination & Remuneration Committee, the Board approved the Newgen Employees Stock Option Scheme-2014, as aforesaid for the ratification of the same by the Members of the Company. The Scheme is being administered by the Nomination & Remuneration Committee constituted by the Board of Directors of the Company.

The aforesaid Newgen Employees Stock Option Scheme-2014 is available for inspection at the Registered Office of the Company and also at the Annual General Meeting.

The main features and brief details of the Scheme, in compliance with Regulation 6(2) of SEBI (Share Based Employee Benefits) Regulations, are set forth below:

1. Brief description of the Scheme

The Scheme is being called as the Newgen Employees Stock Option Scheme-2014 ("the Scheme" or "Newgen ESOP 2014") and extends its benefits to the present and/or future permanent Employees of the Company and its present and future subsidiary(ies), in accordance with the applicable laws.

The Scheme is being implemented via Trust Route wherein the Trust acquires shares either by way of fresh allotment from the Company or through secondary market acquisition including transfer of shares from the existing Shareholders and then transfer such shares, to the Employees who make a valid exercise of their vested Options under the Scheme. Equity Shares acquired pursuant to the exercise of Options shall not have any lock in period.

2. Total number of Options to be granted under the Scheme.

The maximum number of Options to be granted under the Scheme shall not exceed 37,83,800. Provided that the forfeited/lapsed Options under this Scheme can be re-issued by the Committee at its discretion. Provided that the maximum number of shares that may be issued pursuant to exercise of Options granted to the Employees under this Scheme shall not exceed 37,83,800 Equity Shares of the Company.

3. Identification of classes of Employees entitled to participate and be beneficiaries in 'Newgen ESOP 2014'.

- a) A permanent employee of the Company, who has been working in India or outside India, and a Director of the Company, whether a whole-time director or not but excluding an Independent Director or;
- b) an employee as defined in above(a) of a Subsidiary, in India or outside India, but does not includes-
 - i. An employee who is a promoter or a person belonging to the promoter group;
 - ii. A director, who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (Ten percent) of the outstanding Equity Shares of the Company.
- c) And as may be decided by the Nomination & Remuneration Committee.

4. Requirement of Vesting and period of Vesting

The Options granted under the Scheme shall vest with the Employees, subject to completion of minimum 1 (One) year from the date of Grant and as may be decided by the Nomination & Remuneration Committee, subject to maximum period of 4 (Four) years. The Options granted to the Employees under this Scheme shall vest with the Employees in accordance with the following vesting schedule and they shall continue to remain vested with the Employees or their beneficiary, as the case may be, until the Options are exercised or until they lapse/expire or until they are cancelled or cease to exist in terms of the Scheme or as decided by the Nomination & Remuneration Committee:

<i>No. of Options Vested</i>	<i>Vesting Schedule</i>
(a) 10% of the Options	One year from the date of grant
(b) 20% of the Options	Two years from the date of grant
(c) 30% of the Options	Three years from the date of grant
(d) 40% of the Options	Four years from the date of grant

5. Maximum period within which the Options shall be vested

The maximum vesting period of an option granted shall not be more than 4 (four) years from the date of grant of Options as explained in the above note 4.

6. Exercise Price or Pricing Formula:

Exercise Price shall be Rs. 63/- (Rupees Sixty Three Only) per Option/Share. The total exercise price shall be paid to the Trust upon exercise of the Options.

However, the Nomination and Remuneration Committee ("Committee") shall have the power to revise or determine a new price for a new grant subject to the provision of applicable rules and regulations as prescribed by the Securities and Exchange Board of India ("SEBI") including the SEBI (Share Based Employee Benefits) Regulations or Companies Act, 2013 as applicable.

Provided further that the Committee may determine the new price for new grant by using the following formula:

- The Exercise price for the Options granted will be based on the Market Price of the shares one day before the date of grant of Options. If the shares are listed on more than one Stock Exchange, then the closing price on the Stock Exchange having higher trading volume shall be considered as the market price. The Committee may provide suitable discount or charge premium upon the price arrived.
- However, in any case, the Exercise Price shall not go below the par value of shares.

7. Exercise period and process of Exercise:

The Exercise Period will be 5 (Five) years from the date of last vesting of Options or such further period as the Nomination and Remuneration Committee may prescribe, subject to the compliance of requirements of SEBI (Share Based Employee Benefits) Regulations, 2014, before the expiry of aforesaid period of 5 years.

The Options shall be deemed to have been exercised when an employee makes an application in the prescribed form to the Company or Newgen ESOP Trust for the transfer of Equity Shares against the Options vested in him or follow any other procedure as may be prescribed by Nomination & Remuneration Committee in this respect.

8. Appraisal process for determining the eligibility of the Employees to Newgen ESOP 2014:

The appraisal process for determining the eligibility of the Employees will be in accordance with the 'NEWGEN ESOP 2014' or as may be determined by the Nomination & Remuneration Committee at its sole discretion.

The Options would be offered to the identified eligible Employees based upon the performance of such Employees, their responsibility, present and potential contribution of the Employee to the success of the Company, length of service, loyalty and other factors deemed relevant by the Nomination & Remuneration Committee.

9. The Maximum number of Options to be granted per employee and in aggregate:

The maximum number of Options that can be granted to any eligible employee during any year shall not equal or exceed 1% of the issued share capital of the Company at the time of grant of Options unless otherwise approved by the Shareholders. However, the aggregate number of Options under the Scheme shall not exceed 37,83,800, as mentioned in the point number 2.

10. The Maximum quantum of benefits to be provided per Employee under the Scheme:

The maximum quantum of benefit that will be provided to every eligible employee under the Scheme will be the difference between the Exercise Price paid by the employee to the Company and the value of Company's Share on the Stock Exchange as on the date of exercise of Options.

11. Implementation and administration of the Scheme:

The Scheme shall be implemented by Trust Route and shall be administered by the Nomination & Remuneration Committee of the Company.

12. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:

The Scheme is being implemented through Trust Route wherein the Trust can acquire Equity Shares either by way of fresh issue of Equity Shares by the Company and/or through secondary market acquisition including transfer of shares from existing Shareholders of the Company.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

- **Amount of loan:** Shall not exceed 5% of the paid-up Equity capital and free reserves as provided in Companies Act, 2013, and SEBI Regulations for Primary and/ or Secondary acquisition.
- **Tenure:** Till the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier.
- **Utilization:** For the objects of the Trust as mentioned in the Trust Deed including the implementation of the Newgen ESOP 2014 wherein it will purchase the Equity Shares of the Company either through the Secondary Market or through fresh subscription from the Company.
- **Repayment Terms:** The Trust shall repay the loan to the Company by utilizing the proceeds realized from exercise of Options by the Employees or sale of Equity Shares in the secondary market by the Trust on behalf of the Employees, as the case may be.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme:

The total number of Equity Shares that can be acquired from the secondary market by the Trust for the purpose of the Scheme shall at no time exceed 5% of the paid up Equity Share capital for the Financial year 2017-18 being the Financial Year immediately preceding the year in which the shareholder approval is obtained for such secondary acquisition.

15. Disclosure and accounting policies:

The Company hereby conform to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (Share Based Employee Benefits) Regulations, 2014 or as may be prescribed by regulatory authorities from time to time including 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time.

16. The method which the Company shall use to value its Options:

The Company shall use Fair Value method.

It is hereby confirmed that the details as required herein will be disclosed in the Directors' Report.

In case the Company opts for expensing of Share Based Employee Benefits using the intrinsic value in future, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.

In terms of Regulation 12 of SEBI (Share Based Employee Benefits) Regulations, 2014, the approval of the Shareholders is sought by way of Special Resolution for the ratification of the Scheme, therefore, the Board of Directors recommends the Resolutions as set out in item no. 6, 7 and 8 for your approval by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Options held by them under the Newgen ESOP Scheme 2014 and the Equity Shares held by them in the Company.

By order of the Board
For Newgen Software Technologies Ltd

Date: 26th June, 2018
Place: New Delhi

Sd/-
Aman Mourya
Company Secretary
M.No.:- ACS 27299

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT AND RE-APPOINTMENT DUE TO RETIREMENT BY ROTATION AT THE 26th ANNUAL GENERAL MEETING

{In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Name of Director	Mr. T.S. Varadarajan (DIN: 00263115)	Mr. Saurabh Srivastava (DIN: 00380453)	Mr. Subramaniam Ramnath Iyer (DIN: 00524187)
Item No.	3	4	5
Date of Birth Age	05/05/1952 (66 years)	04/03/1946 (72 years)	27/01/1958 (60 years)
Nationality	Indian	Indian	Indian
Qualification	Bachelor's degree in Science from Bangalore University. Bachelor's degree in Engineering (Electrical Engineering) from IIT-Bengaluru and a Master's degree in Technology (Computer Science) from IIT- Madras	Bachelor's of Technology from IIT-Kanpur and Master's of Science from Harvard University, USA. He has also been awarded Padma Shri by the Government of India.	Bachelor's degree in Commerce from Shri Ram College of Commerce University of Delhi. Chartered Accountant, Company Secretary and Cost Accountant.
Experience	Mr. T.S. Varadarajan has been on the Board of the Company since incorporation. He has more than 35 years of experience in the field of software designing and development.	Mr. Saurabh Srivastava has several years of experience in the field of Information Technology. Mr. Srivastava is one of India's leading IT entrepreneurs, angel investors and venture capitalists. Mr. Saurabh Srivastava is a Founder, Director of Indian Angel Network and has also been a former Chairman of NASSCOM. He was on the advisory board of the Imperial College, Business School London and served as an adjunct professor of entrepreneurship at IIT-Bombay. IIT-Kanpur has conferred on him.	Mr. Subramaniam Ramnath Iyer has previously worked with DCM Limited as an Assistant Accounts Manager and with Subros Limited as a Finance Manager and Company Secretary. Presently, he is the Sole Proprietor of S.R. Iyer & Associates, Chartered Accountants. He has more than 36 years of experience in the field of finance and accounting.
Terms & Conditions for Appointment/ Re-appointment	Mr. T.S. Varadarajan is a Whole-time Director, liable to retire by rotation. His terms and conditions as Whole-time Director will remain same as approved in 25th AGM.	Mr. Saurabh Srivastava as an Independent Director of the Company for a period of five years w.e.f. August 30, 2017.	Mr. Subramaniam Ramnath Iyer as an Independent Director of the Company for a period of five years w.e.f. November 22, 2017.
Details of Remuneration sought to be paid	NA	As set out in the terms of appointment.	As set out in the terms of appointment.
Last Remuneration Drawn	Rs. 76.32 Lakhs	NIL	NIL
Date of first appointment on the Board	Since Incorporation	August 30, 2017 as an Additional Independent Director.	November 22, 2017 as an Additional Independent Director.
No. of shares held in the Company	1,50,09,306	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL	NIL

No. of Board Meetings attended/ held during Financial Year (2017-18)	6	5	5
Directorships held in other companies		Indian Companies	
	<ol style="list-style-type: none"> 1. M/s Newgen Computers Technologies Limited 2. M/s Jnanaadri Technovations Private Limited 	<ol style="list-style-type: none"> 1. Rajasthan Asset Management Private Limited 2. Robhatah Robotic Solutions Private Limited 2. Dr. Lal Pathlabs Limited 3. Info Edge (India) Limited 4. Digital India Corporation 5. Indian Angel Network Services Private Limited 6. Naukri Internet Services Limited 7. Global Edge Software Limited 8. Kaleidoscope Entertainment Private Limited 	<ol style="list-style-type: none"> 1. Amtrak Consultants Private Limited
		Foreign Companies	
	<ol style="list-style-type: none"> 1. M/s Newgen Software Inc. 2. M/s Newgen Software Technologies Pte. Ltd. 3. M/s Newgen Software Technologies Canada Ltd. 4. M/s Newgen Software Technologies (UK) Ltd. 	NIL	NIL
Chairman/ Member of the Committee of the Board of Directors of our Company	<ol style="list-style-type: none"> 1. Finance and Operations Committee (Chairman) 2. CSR Committee (Member) 3. Stakeholders' Relationship Committee (Member) 	<ol style="list-style-type: none"> 1. Audit Committee (Member) 2. Nomination & Remuneration Committee (Member) 	<ol style="list-style-type: none"> 1. Audit Committee (Member) 2. Stakeholders' Relationship Committee (Chairman) 3. Nomination & Remuneration Committee (Chairman)
Committee position held in other listed companies			
a. Audit Committee	NIL	<ol style="list-style-type: none"> 1. Info Edge (India) Limited (Member) 2. Dr. Pathlabs Limited (Member) 	NIL
b. Nomination & Remuneration Committee	NIL	<ol style="list-style-type: none"> 1. Info Edge (India) Limited (Chairman) 2. Nomination & Remuneration Committee (Member) 	NIL
c. Stakeholder Relationship Committee	NIL	<ol style="list-style-type: none"> 1. Dr. Lal Pathlabs Limited (Chairman) 	NIL
d. Corporate Social Responsibility Committee	NIL	<ol style="list-style-type: none"> 1. Info Edge (India) Limited (Member) 	NIL



NEWGEN SOFTWARE TECHNOLOGIES LIMITED

(CIN: L72200DL1992PLC049074)

Regd. Office: A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi - 110 067

Tel.: (+91)-11-40770100, 2696 3571, 2696 4733, Fax: (+91)-11-2685 6936

Email: investors@newgensoft.com URL: https://newgensoft.com

ATTENDANCE SLIP

Registered Folio No./DP ID/Client ID:	
No. of Equity Shares held:	

I/We hereby record my/ our presence at the 26th Annual General Meeting of the Company at National Cooperative Consumers' Federation Of India Limited (NCUI) Complex, 3, Siri Institutional Area, August Kranti Marg, Hauz Khas, New Delhi-110016 on Thursday, the day of August 9, 2018 at 11:00 A.M.

Shareholder's Name: _____

Proxy's Name: _____

Shareholder's/ Proxy's Signature

Note:

- 1) Please fill this attendance slip and hand it over at the entrance of the Hall.
- 2) Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
- 3) Authorized Representatives of Corporate members shall produce proper authorization issued in their favor.

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Email: investors@newgensoft.com URL: https://newgensoft.com

Form No. MGT-11

Proxy form

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the shareholder(s):	
Registered address :	
E-mail Id:	
Folio No/ Client Id :	
DP ID :	

I/We, being the shareholder(s) of shares of the above named company, hereby appoint

- Name:
Address:.....
E-mail Id:.....Signature:, or failing him
- Name:
Address:.....
E-mail Id:.....Signature:, or failing him
- Name:
Address:.....
E-mail Id:.....Signature:, or failing him

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Thursday, the day of August 9, 2018 at 11:00 a.m. at National Cooperative Consumers' Federation Of India Limited (NCUI) Complex, 3, Siri Institutional Area, August Kranti Marg, Hauz Khas, New Delhi-110016 and at any adjournment thereof in respect of the following Resolutions as are indicated below:

Resolution		Vote	
		For	Against
Ordinary Business:			
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the reports of Board of Directors & Auditors thereon and the Audited consolidated financial statement of the Company including Auditors' Report thereon for the Financial Year ended 31st March, 2018.		
2.	To declare the payment of Divident at the rate of Rs. 2/- per Equity Share having Face Value of Rs. 10/- each of the Company for the Financial Year 2017-18.		
3.	To appoint a Director in place of Mr. T.S. Varadarajan (DIN: 00263115), who retires by rotation, and being eligible, offers himself for re-appointment.		
Special Business:			
4.	Appointment of Mr. Saurabh Srivastava (DIN: 00380453) as an Independent Director on the Board of the Company.		
5.	Appointment of Mr. Subramaniam Ramnath Iyer (DIN: 00524187) as an Independent Director on the Board of the Company.		
6.	To Ratify the Newgen Employees Stock Option Scheme-2014.		
7.	To Ratify issuance of Options and extending benefits of Newgen Employees Stock Option Scheme-2014 to Employees of subsidiary Company(s).		
8.	To Ratify Newgen ESOP Trust for secondary acquisition of Equity Shares.		

Signed this.....day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)



Note:

- This form should be signed across the stamp as per specimen signature registered with the Company.
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. A proxy need not be a member of the Company.
- It is optional to put a "√" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she may think appropriate.

AGM ROUTE MAP

