



## NEWGEN SOFTWARE TECHNOLOGIES LIMITED

CIN: L72200DL1992PLC049074

Regd. Office: E-44/13 Okhla Phase II, New Delhi, DL-110020 IN

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### NOTICE OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting ("AGM") of Newgen Software Technologies Limited ("the Company") will be held on Tuesday, the 27<sup>th</sup> day of June 2023, at 11:00 A.M. (IST) through Video Conferencing (VC) or Other Audio-Visual means (OAVM) to transact the businesses mentioned below. The deemed venue of the AGM shall be the Registered Office of the Company.

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023 and the Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** the Audited Standalone Financial Statements of the Company together with the report of Board of Directors and Auditors' thereon for the Financial Year ended 31<sup>st</sup> March 2023, as circulated to the Members, be and are hereby considered and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended 31<sup>st</sup> March, 2023 thereon, as circulated to the Members, be and are hereby considered and adopted."

3. To declare a final Dividend of Rs. 5/- (Rupees Five only) per equity share having a Face value of Rs. 10/- each of the Company for the Financial Year ended 31<sup>st</sup> March 2023 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** a final dividend at the rate of Rs. 5/- (Rupees Five only) per equity share having a face value of Rs. 10/- each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31<sup>st</sup> March 2023, and that the same be paid to those members whose names appear on the Company's Register of Members and in the Register of Beneficial Owners maintained by the Depositories as on the Record Date."

4. To appoint a director in place Ms. Priyadarshini Nigam (DIN: 00267100), who retires by rotation and being eligible, offers herself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Priyadarshini Nigam (DIN: 00267100), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

*By order of the Board*

**For Newgen Software Technologies Limited**

**Date: 30.05.2023**

**Registered Office: E-44/13 Okhla  
Phase II, New Delhi, DL-110020**

**Aman Mourya**

**Company Secretary**

**FCS: 9975**

#### **NOTES:**

1. There are no Special business to be transacted at this AGM. Consequently, no Explanatory Statements which sets out details of material facts are required to be annexed hereto.
2. The Ministry of Corporate Affairs, ("MCA") vide its General Circulars No. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May 2020, 02/2021 dated 13<sup>th</sup> January 2021, 21/2021 dated 14<sup>th</sup> December 2021 and 10/2022 dated 28<sup>th</sup> December, 2022 and all other relevant circulars issued from time to time, issued by MCA, has permitted holding of AGMs through ("VC/OAVM") facility on or before 30<sup>th</sup> September 2023 without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the aforesaid MCA Circulars and SEBI Listing Regulations, the AGM of the Company is being conducted through VC/OAVM facility only.
3. Company has appointed KFin Technologies Limited, Registrar and Share Transfer Agent ("Registrar" or "KFintech"), to provide VC/OAVM facility for the AGM and the attendant enablers for conducting the AGM.
4. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice.

However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. Body Corporates who intends to authorize representatives to participate and vote on their behalf in the meeting to be held through VC/OAVM are requested to send, in advance, a duly certified copy of the relevant board resolution/letter of authority/power of attorney to the Company at [investors@newgensoft.com](mailto:investors@newgensoft.com), through its registered E-mail Address with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should contain the name format "Corporate Name Event No." Institutional shareholders are encouraged to attend and vote at the AGM.
6. Attendance of the members (members' login) attending the AGM through VC/OAVM shall be reckoned for the purpose of Quorum under Section 103 of the Companies Act, 2013 and hence no attendance slip is attached with this notice.
7. Since this AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
8. The Final Dividend of Rs.5/- per equity share, i.e., 50% on the paid-up equity share capital, for the financial year ended 31<sup>st</sup> March 2023, as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of thirty (30) days from the date of the declaration to the members whose name appear, subject to deduction of tax at source:
  - a) as beneficial owners of the shares as per the list to be furnished by the depositories in respect of the shares held in demat form on the closing hours of business on 20<sup>th</sup> June 2023; and
  - b) as members in respect of shares held in physical form, after giving effect to all the valid transmission requests lodged with the Company/Registrar as of the close of business hours on 20<sup>th</sup> June 2023.
9. Pursuant to the Income Tax Act, 1961 as amended by Finance Act, 2020, dividend income will be taxable in the hands of shareholders effective from 1<sup>st</sup> April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to visit <https://incometaxindia.gov.in/Pages/acts/income-tax-act.aspx>. The shareholders are requested to update their PAN with the Company's Registrar (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
10. For Resident shareholders, taxes shall be deducted at source under Section 194 of the Income Tax Act, 1961 as below: -
  - a) Shareholder having valid PAN: - 10% or as notified by the Government of India.
  - b) Shareholder not having valid PAN: - 20% or as notified by the Government of India.

However, no tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be received by them during the financial year does not exceed ₹ 5,000/-. There may be cases where resident individual shareholders having valid PAN and who is not liable to pay income tax. They can submit a yearly declaration in Form No. 15G/15H along with PAN copy, to avail the benefit of non-deduction of tax at source, by sending an E-mail to [investors@newgensoft.com](mailto:investors@newgensoft.com) on or before 11:59 P.M.(IST) on 27<sup>th</sup> June 2023. For FAQs on TDS deducted on Dividend, members can visit Company's website: <https://newgensoft.com/company/investor-relations/#corporate-governance>.

In case of Non-resident, shareholders taxes are required to be withheld in accordance with the provisions of Income Tax Act, 1961, at the rate in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. Non-resident shareholders can avail beneficial rates, if applicable under any applicable laws, under tax treaty between India and their country of residence, subject to providing necessary documents i.e. (a) No Permanent Establishment and Beneficial Ownership Declaration;(b) Tax Residency Certificate;(c) Form 10F along with copy of PAN duly attested by the shareholder or any other document which may be required to avail the tax treaty benefits. The aforesaid declarations and documents need to be submitted by sending an E-mail to [investors@newgensoft.com](mailto:investors@newgensoft.com) on or before 11:59 P.M. (IST) on 27<sup>th</sup> June 2023.

In case Shareholder is termed 'Specified person' as per conditions mentioned in Section 206AB of Income Tax act, 1961, TDS shall be deducted at higher of following rates:

- (a) At twice the rate specified in the relevant provisions of the act,
- (b) At twice the rate or rates in force,
- (c) At the rate of 5%

However, in case of a non-resident shareholder not having PE in India, above mentioned provision of higher deduction will not be applicable.

**Beneficial Ownership:** In case of equity share(s) held in the Company as a beneficiary; and which are not subject to TDS under Section 196 of the Act, the claimant shall submit self-attested copy of the documentary evidence supporting the exemption status along with self-attested copy of PAN Card.

**Benefit under Rule 37BA(2) of the Income-tax Rules, 1962:** In case where shares are held by intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders then intermediaries/ stock brokers and beneficial shareholders will have to provide a declaration under Rule 37BA(2) of the Income-tax Rules, 1962.

11. Members holding shares in electronic form are informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(s).

- The Company or its Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective depository participant of the members. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest possible.
12. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
  13. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend(s) are requested to write to the Company's Registrar at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and marking copy to [investors@newgensoft.com](mailto:investors@newgensoft.com). In case, any member is unable to submit or update their bank particulars, their Dividend warrants shall be dispatched to the registered address, in due course.
  14. The details of unpaid and unclaimed amounts lying with the Company has been published on the Company's website: <https://newgensoft.com/company/investor-relations/#corporate-governance>. Concerned members are requested to claim dividend, if any, remaining unclaimed or unpaid.
  15. Members may utilize the facility extended by the Registrar for redressal of their queries including change of address, if any, by visiting at <https://karisma.kfintech.com/> and clicking on 'Investor Relations' section for query registration through free identity registration process. Members may also write at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) clearly mentioning their DP ID/ Client ID.
  16. In terms of Section 152 of the Companies Act, 2013, Ms. Priyadarshini Nigam ((DIN: 00267100), Wholetime Director of the Company, retires by rotation at the AGM and being eligible, offers herself for re-appointment. The Nomination & Remuneration Committee and Board of Directors of the Company recommends her re-appointment.
  17. Details of Directors seeking appointment/re-appointment in the AGM pursuant to the Secretarial Standard on General Meetings (SS-2) and Regulations 26(4) and 36(3) of the SEBI Listing Regulations are attached with this Notice as "Annexure-1".
  18. The Secretarial Auditor's Certificate certifying that the Newgen Employees Stock Option Scheme – 2014, Newgen Software Technologies Limited Employees Stock Option Scheme – 2022 and Newgen Software Technologies Restricted Stock Units Scheme – 2021 of the Company is being implemented in accordance with the Regulation 13 of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and in accordance with the resolution(s) of the members of the Company.
  19. Members desiring any information/clarification on the financial statements or any of the resolutions as detailed in the Notice are requested to write to the Company on or before 24<sup>th</sup> June 2023 through an E-mail to [investors@newgensoft.com](mailto:investors@newgensoft.com), specifying his/her name along with Demat account details. The same shall be suitably replied by the Company.
  20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which directors are interested under Section 189 of the Companies Act, 2013 and all other documents mentioned in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an E-mail to [investors@newgensoft.com](mailto:investors@newgensoft.com).
  21. The Register of Members and Share Transfer Books of the Company for physical shareholder will remain closed on the day of 20<sup>th</sup> June 2023 for the purpose of this AGM.
  22. In compliance with the MCA Circulars dated 5<sup>th</sup> May 2020 and SEBI Circulars dated 12<sup>th</sup> May 2020, 15<sup>th</sup> January 2021 and 05<sup>th</sup> January 2023, Notice of the AGM and Annual Report 2022-23 are being sent only via electronic mode to those members whose E-mail addresses are registered with the Company/ Registrar or the Depository Participant(s). Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website: <https://newgensoft.com/company/investor-relations/disclosures-under-regulation-46-of-sebi/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and will also be available on the website of e-voting agency KFintech at <https://evoting.kfintech.com/>.
  23. SEBI vide its Circular dated March 16, 2023 has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and nomination details by all shareholders holding shares in physical form. In accordance with the SEBI circular, the folios wherein any one of the cited details / documents are not available, on or after 1<sup>st</sup> October 2023, shall be frozen.
- The investor service requests forms for updation of said details viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14 are available on Company's website at <https://newgensoft.com/Company/investor-relations/#corporate-governance>. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.
- Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/

Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, after December 31, 2025.

In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest. Shareholders who hold shares in dematerialized form and wish to update their PAN, KYC and nomination details are requested to contact their respective Depository Participants.

24. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form, for ease in portfolio management. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated 25<sup>th</sup> January 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular and KFinTech/Company shall issue a Letter of confirmation in lieu of physical securities certificate, which shall be valid for 120 days from the date of issuance. Further, SEBI vide its Circular No SEBI/HO/MIRSD/PoD-1/OW/P/2022/64923 dated 30<sup>th</sup> December 2022 has issued a guideline that if the security holder fails to submit demat request within 120 days from the issue of Letter of confirmation, RTA/ listed companies shall credit the securities to the Suspense escrow Demat account of the Company.

Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://newgensoft.com/Company/investor-relations/#corporate-governance>.

25. The Annual Report along with the Notice of AGM is being sent to the members, whose name appear in the register of members/depositories as at the closing hours of business on 26<sup>th</sup> May 2023.
- Those members who have registered/not registered their E-mail address and mobile number including postal address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company's Registrar in case the shares held in physical form.
  - Members who have not registered their E-mail address, because of which, the Annual Report and Notice of

AGM could not be served, may temporarily get their E-mail address and mobile number provided with the Company's Registrar, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Members are requested to follow the process as guided to capture the E-mail address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any query, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- Members are also requested to visit the website of the Company <https://newgensoft.com> or the website of the Company's Registrar <https://evoting.kfintech.com/> for downloading the Annual Report and Notice of the AGM.
  - Alternatively, members may send an E-mail request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the E-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
26. 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 Company's Registrar.
27. To prevent fraudulent transactions, members are advised to exercise due diligence and notify their Depositories Participants (DPs) in respect of their electronic share accounts and the Company's Registrar (for shareholders holding shares in physical mode) of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
28. In case of joint holders attending the meeting, member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
29. The recorded transcript of this AGM shall also be made available on the website of the Company at <https://newgensoft.com/company/investor-relations/notices-given-to-shareholders-by-advertisement/> as soon as possible after the conclusion of the meeting.
30. **Instructions for Members for Attending the AGM through Video Conferencing are as under:**
- Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials

- provided in the email received from the Company/ KFinTech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- b) Facility for joining AGM through VC/ OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members after 15 minutes of start of AGM on first come first served basis. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - c) Members are requested to participate in the AGM on a first come first served basis, as participation through VC is restricted upto 2000 members only. However, members holding 2% or more shareholding (Large Shareholders), Promoters, Institutional investors, Directors, Key Managerial Personnel (KMP), Chairpersons of the Audit, Nomination & Remuneration and Stakeholder's Relationship Committee, Auditors, etc. are allowed to attend the AGM without restriction on account of first come first served principle.
  - d) **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option.
  - e) **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will open from 25<sup>th</sup> June 2023 to 25<sup>th</sup> June 2023 (upto 5:00 P.M. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
  - f) Members who have voted through Remote e-Voting will also be eligible to attend the AGM.
- 31. Instructions for members for e-Voting during the AGM session:**
- a) The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC /OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
  - b) A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- 32. Cut-off Date for Remote e-voting:**
- a) The remote e-voting/voting rights of the members/ 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., Tuesday 20<sup>th</sup> June 2023 only.
  - b) A person who is not a member as on the Cut-off Date should treat this Notice as for information purposes only.
- 33. Voting through electronic means / Remote e-voting:**
- a) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
  - b) However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs to increase the efficiency of the voting process.
  - c) Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
  - d) The remote e-Voting period commences Saturday, 24<sup>th</sup> June 2023 at 9:00 A.M. (IST) and closes on Monday, 26<sup>th</sup> June 2023 at 5:00 P.M. (IST).
  - e) The remote e-voting module shall be disabled by Company's Registrar for voting at 5:00 P.M. (IST) on Monday, 26<sup>th</sup> June 2023.

- f) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- g) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. In case of voting by both the modes, vote casted through remote e-voting will be considered final.
- h) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he/ she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- i) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- j) The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.


Step 2: Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Method / Access to join the Meeting on KFin system and to participate and vote thereat -

**Details on Step 1 are mentioned below:**

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDEAS facility:</b></p> <p>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDEAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p>

	<p>IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDEAS e-Services</b></p> <p>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDEAS” or click at: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. Kfintech.</p> <p>V. On successful selection, you will be redirected to Kfintech e-Voting page for casting your vote during the remote e-Voting period.</p> <p>VI. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;">  </div>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p>

	<p><b>2. User not registered for Easi/ Easiest</b></p> <p>I. Option to register is available at: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company or select KFin.</p> <p>V. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against Company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Details on Step 2 are mentioned below:**

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>

ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change 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 value (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 may also enter a secret question and answer of your choice 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.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'NEWGENSOFTWARE TECHNOLOGIES LIMITED- AGM' and click on "Submit"

vii. On the voting page, 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 “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the votes for the shares held will not be counted under both head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on “Submit”.

xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), 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).

xii. 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., as mentioned in the Notes of this Notice.

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be served, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be served, may temporarily get their email address and mobile number provided with Kfintech, by accessing the link: <https://ris.kfintech.com/client-services/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM, and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Details for Step 3 are mentioned below:**

Method /Access to join the Meeting on KFin system and to participate and vote thereat -

Type of member	Login Method
All shareholders, including Individual, other than Individual and Physical share holder, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting	<p>A. <b>Instructions for all the shareholders, including Individual, other than Individual and Physical shareholder, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting:</b></p> <p>i) Members will be able to attend the Meeting through VC / OAVM platform provided by KFin. Members may access the same at <a href="https://emeetings.kfintech.com/">https://emeetings.kfintech.com/</a> by using the e-voting login credentials provided in the email received from the Company / KFin.</p> <p>ii) After logging in, click on the Video Conference tab and select the EVEN of the Company.</p> <p>iii) Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.</p> <p>iv) The procedure for e-voting during the Meeting is same as the procedure for remote e-voting since the Meeting is being held through VC / OAVM.</p> <p>v) The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the Meeting.</p> <p>vi) E-voting during the Meeting is integrated with the VC / OAVM platform and no separate login is required for the same.</p>

**OTHER INSTRUCTIONS:**

In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
  1. Example for NSDL:
  2. MYEPWD <SPACE> IN12345612345678
  3. Example for CDSL:
  4. MYEPWD <SPACE> 1402345612345678
  5. Example for Physical:
  6. MYEPWD <SPACE> XXXX1234567890



- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members may send an email request to [evoting@kfintech.com](mailto:evoting@kfintech.com) If the member is already registered with the KFin e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
34. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Anandan K, Manager at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech's toll free No. 1-800-309-4001 for any further clarifications.
35. You can also update your mobile number and E-mail address in the user profile details of the folio which may be used for sending future communication(s).
36. Any person who acquires shares of the Company and becomes member of the Company post-dispatch of Notice of AGM along with the Annual Report before the Cut-Off Date may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com) or visit the FAQ's section available at KFinTech's website <https://evoting.kfintech.com>.
37. 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 e-voting during the AGM.
38. In terms of SEBI Listing Regulations, application for : (i) Deletion of name of the deceased member(s) where the shares are held in the name of two or more member(s) (ii) Transmission of shares to the legal heir(s)/representative(s), where deceased member was the sole holder of shares (iii) 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 member
- has to be accompanied with a self-attested copy of their PAN along with the other required documents to the Company's Registrar irrespective of the value of the transaction. Members are requested to bear in mind the aforesaid requirements while communicating with the Company or Registrar for any of the purposes stated above. Section 72 of the Act provides for Nomination by the members of the Company and the members are requested to avail this facility.
39. Mr. Devesh Kumar Vasisht (holding CP No.13700), Partner failing him, Mr. Parveen Kumar (holding CP No.: 13411), Partner of M/s DPV & Associates LLP, Practicing Company Secretaries, (email:dpv@dpvassociates.com), has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.
40. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
41. The results declared along with the report of the Scrutinizer shall be placed on the Company's website <https://newgensoft.com> and on the website of KFinTech <https://evoting.kfintech.com> immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be submitted with the concerned Stock Exchanges i.e. BSE and NSE.
42. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. 27<sup>th</sup> June 2023.

*By order of the Board*  
**For Newgen Software Technologies Limited**

**Date: 30.05.2023**  
Registered Office: E-44/13 Okhla Phase II,  
New Delhi, DL-110020

**Aman Mourya**  
**Company Secretary**  
**FCS: 9975**

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 31<sup>ST</sup> 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)]

<b>Name of Director</b>	Mrs. Priyadarshini Nigam (DIN: 00267100)
<b>Item No.</b>	Item No. 4
<b>Date of Birth</b>	26 <sup>th</sup> March 1957
<b>Age</b>	66 years
<b>Nationality</b>	Indian
<b>Qualification</b>	She holds a Bachelor's and Master's degree in Economics.
<b>Experience (in years)</b>	She has been on since 20 <sup>th</sup> September 1997. She has previously been a freelance journalist and has published articles in South-North News Service and Depthnews Press Foundation Asia. She has more than 10 years of experience in the field of journalism.
<b>Terms &amp; Conditions for Appointment/ Re-appointment</b>	No change in her previous terms of re-appointment as whole-time Director, approved by the members.
<b>Details of Remuneration sought to be paid</b>	No change in the terms of remuneration as previously approved by the members during re-appointment as whole-time Director.
<b>Last Remuneration (2022-23)</b>	₹1,21,83,955
<b>Date of first appointment on the Board</b>	20 <sup>th</sup> September 1997
<b>No. of shares held in the Company as on date of this notice.</b>	65,69,792
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Spouse of Mr. Diwakar Nigam, Chairman & Managing Director of the Company.
<b>No. of Board Meetings attended/ held during Financial Year (2022-2023)</b>	Number of Board meeting held: 6 Number of Board meeting attended: 6
<b>Chairman/ Member of the Committee of the Board of Directors of our Company</b>	1. Corporate Social Responsibility Committee (Chairperson) 2. Finance & Operations Committee (Member)
<b>Committee position held in other listed companies. (*Only Audit Committee and Stakeholders' Relationship Committee memberships in equity listed companies have been considered)</b>	Nil
<b>Listed entities from which the Director has resigned from Directorship in last three (3) years</b>	Nil