



NEWGEN

One world. One workplace.

Newgen Software Technologies Limited

CIN : U72200DL1992PLC049074

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URL: <http://www.newgensoft.com>

NOTICE OF 22ND ANNUAL GENERAL MEETING

Notice is hereby given that Twenty Second Annual General Meeting of Newgen Software Technologies Limited will be held on Wednesday, 9th day of July, 2014 at D-152, Okhla Industrial Area, Phase - I, New Delhi – 110 020 at 4.30 P.M to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014, Profit & Loss Account for the year ended on that date together with Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Ms. Priyadarshini Nigam, who retires by rotation, and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Sunil Kolangara Kumar, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To declare dividend for the Financial Year 2013-14.
5. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable, B S R & Associates, LLP, Chartered Accountants, Gurgaon, (Regn. No. FRN.: 116231W) be and is hereby appointed as statutory auditors of the Company, in place of retiring auditors BSSR & Co., Chartered Accountants, to hold the office for two years i.e. from the conclusion of this Annual General Meeting until the conclusion of 24th Annual General Meeting, subject to ratification by the members at every Annual General Meeting, on such remuneration as may be mutually agreed upon between B S R & Associates, LLP, and the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorised to do all such other acts, deeds and matter as may be required in this regards."

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

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SPECIAL BUSINESS:

6. Appointment of Mr. Kaushik Dutta as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 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 Companies Act, 2013, Mr. Kaushik Dutta, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company for a tenure of five years i.e from 9th July, 2014 to 8th July, 2019.”

7. To pass special resolution under section 180(1)(a) of the Companies Act, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution;

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, Rules made thereon including other laws and regulation as may be applicable, for the time being in force, on the Company (including any amendment thereto or re-enactment thereof), the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to exercise its powers including the powers conferred by this resolution to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) and to create a mortgage/and or charge any of its movable and/or immovable properties wherever situated both present and future, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company, in favour of any bank(s) or body(ies) corporate or person(s), for securing the borrowings of the Company availed/to be availed by way of borrowing(s)/loan(s) including external commercial instruments issued/ to be issued by the Company, from time to time on private placement basis or otherwise, however that the overall limit shall not exceed the limit of Rs.75,00,00,000/- (Rupees Seventy Five Crores Only) at any point of time.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

8. To pass special resolution under section 180(1)(c) of the Companies Act, 2013.

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution;

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, Rules made thereon including other laws and regulation as may be applicable, for the time being, on the Company (including any amendment thereto or re-enactment thereof), the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company for borrowing any sum or sums of moneys for and on behalf of the Company, from time to time on such terms and conditions as it may deem fit and expedient in the interests of the Company, from any one or more persons, firms, bodies corporate, bankers, financial institutions, or from others by way of advances, Fund or Non-Fund based facilities, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties, whether movable or immovable or stock-in process and debts, and advances provided that the total amount upto which the moneys may be borrowed shall not exceed of Rs.75,00,00,000/- (Rupees Seventy Five Crores Only) at any point of time together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers, agreements as may be required and to do all such acts, deed, matter and things, as it may in its discussion deem necessary, proper or desirable.”

9. To increase in authorised share capital of the Company and consequent alteration of the Memorandum of Association of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a **Special Resolution**

“RESOLVED THAT, pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, the existing Authorised Share Capital of the Company of Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,29,99,800 (One Crore Twenty Nine Lakhs Ninety Nine Thousand Eight Hundred) equity shares of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 12,99,98,000/- (Rupees Twelve Crore Ninety Nine Lakhs Ninety Eight Thousand only), 200 (Two Hundred) equity shares with differential voting rights of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 2000/- (Rupees Two thousand only) and 20,00,000 (Twenty Lakhs) preference shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. 2,00,00,000/- (Rupees Two Crores only) be and is hereby increased to Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 6,30,00,000 (Six Crores Thirty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each,

aggregating to Rs. 63,00,00,000/- (Rupees Sixty Three Crores only), 200 (Two Hundred) equity shares with differential voting rights of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 2000/- (Rupees Two thousand only) and 1,19,99,800 (One Crore Nineteen Lakh Ninety Nine Thousand and Eight Hundred) preference shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. 11,99,98,000/- (Rupees Eleven Crores Ninety Nine Lakh and Ninety Eight Thousand only).

RESOLVED FURTHER THAT, consequently, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V:

V. "The Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 6,30,00,000 (Six Crores Thirty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 63,00,00,000/- (Rupees Sixty Three Crores only), 200 (Two Hundred) equity shares with differential voting rights of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 2000/- (Rupees Two thousand only) and 1,19,99,800 (One Crore Nineteen Lakh Ninety Nine Thousand and Eight Hundred) preference shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. 11,99,98,000/- (Rupees Eleven Crores Ninety Nine Lakh and Ninety Eight Thousand only)"

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board or a Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard, as the Board or a Committee in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

10. Alteration of the Articles of Association of the Company due to increase in authorised share capital of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a **Special Resolution**.

"RESOLVED THAT the pursuant to the provision of Section 31 and other applicable provision, if any, of the Companies Act 1956 and Section 14 of the Companies Act, 2013 (to the extent enacted) including any statutory modification or re-enactment thereof, for the time being in force (collectively, the "Act") the articles of association of the Company be and is hereby altered by deleting the same and substituting in its place and stead, the following as new Article 4 of the articles of association of the Company:

4. "The Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 6,30,00,000 (Six Crores Thirty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 63,00,00,000/- (Rupees Sixty Three Crores only), 200 (Two Hundred) equity shares with differential voting rights of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 2000/- (Rupees Two thousand only) and 1,19,99,800 (One Crore Nineteen Lakh Ninety Nine Thousand and Eight Hundred) preference shares of Rs.10/- (Rupees Ten only) each

aggregating to Rs. 11,99,98,000/- (Rupees Eleven Crores Ninety Nine Lakh and Ninety Eight Thousand only)”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the board of directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may in its absolute discretion, be deemed necessary and to settle any Question or difficulty that may arise in this regard.”

11. Capitalization of General Reserve for issuing Bonus Shares to equity shareholders, Equity with Differential Voting Rights shareholders and Convertible Preference Shareholders.

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a **Special Resolution**

“**RESOLVED THAT**, in accordance with Section 63 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or reenactment (s) thereof for the time being in force), read with Articles of Association of the Company, together with the applicable regulations/guidelines issued by Reserve Bank of India (RBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and approval of the equity shareholders of the Company be and is hereby accorded to the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as “the Board”) for capitalization of a sum not exceeding Rs. 55,00,00,000/- (Rupees Fifty Five Crores only) from the Securities Premium Account, Free Reserves or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares to every class of shares (i.e Equity shares, Equity Shares with Differential voting Rights and Convertible Preference Shares) of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up to the holders of the such Shares of the Company, whose names appear on the respective Register of Members on the 'Record Date' to be determined by the Board, in the proportion of 5 (Five) Bonus Share of respective class (i.e. Equity Shares, Equity Shares with Differential voting Rights and Convertible Preference Shares) of Rs. 10/- (Rupees Ten only) each, for every 1 (One) fully paid-up shares of each respective class, (i.e. Equity with Differential voting Rights shares and Convertible Preference Shares) of Rs. 10/- (Rupees Ten only) each held by respective Member and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid- up capital of the Company held by each such Member.

RESOLVED FURTHER THAT, the Stock Options (whether vested or unvested) under the Employee Stock Option Schemes, be suitably adjusted and that the allotment of Bonus Shares attributable to said Stock Options (whether vested or unvested) shall be made as and when the respective Stock Options are exercised by the employees.

RESOLVED FURTHER THAT, no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold securities or opt to receive the securities in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts

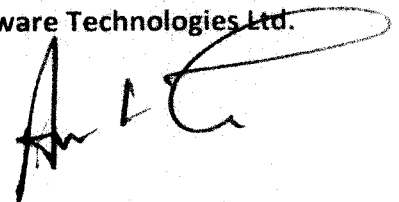
of the Members, held with their respective Depository Participants and in the case of Members who hold securities in physical certificate form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT, the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the rules and guidelines issued by Reserve Bank of India.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Place: New Delhi
Date: 12.06.2014

By order of the Board
For Newgen Software Technologies Ltd.



Arun Kumar Gupta
Company Secretary

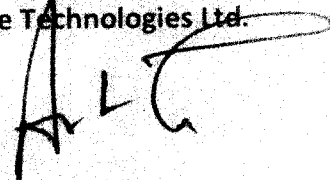
NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF, A PROXY NEED NOT BE A MEMBER.
- b) Proxy form completed in all respects should reach the registered office of the Company at least 48 hours before the time of meeting.
- c) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
- d) The Company had received Special Notice dated 12th June, 2014 under Section 140(4) and other applicable provisions of Companies Act, 2013 from Mr. Diwakar Nigam, in its capacity as a Member of the Company recommending appointment of B S R & Associates, LLP, Chartered Accountants, having Firm Registration number: 116231W, as Statutory Auditors in place of retiring auditors BSSR & Co., Chartered Accountants, who has given a notice dated 29th May, 2014 of their unwillingness to be re-appointed as Statutory Auditor of the Company in the ensuing Annual General Meeting. Further, the Board in its meeting dated 12.06.2014 also proposed to appoint B S R & Associates, LLP, Chartered Accountant, having Firm Registration number: 116231W, as a statutory auditor of the Company.

It is further informed that M/s. B S R & Associates, LLP has showed their willingness (as enclosed herewith) for being appointed as Statutory Auditors of the Company and furnished the requisite eligibility certificate/letter under Section 139(1) of the Companies Act, 2013 for the proposed appointment.

- e) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 12.06.2014. The Notice of the Meeting is also posted on the website of the Company www.newgensoft.com
- f) The Preference Shareholders and holders of Equity shares with differential voting rights of the company are not entitled to vote at this Meeting.
- g) All statutory registers are available for the inspection of the members during the ensuing Annual General Meeting.

By order of the Board
For Newgen Software Technologies Ltd.



Arun Kumar Gupta
Company Secretary

Place: New Delhi
Date: 12.06.2014

EXPLANATORY STATEMENT

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. 6 to 11 of the accompanying Notice dated 12.06.2014.

Item No. 6

It is proposed to appoint Mr. Kaushik Dutta, pursuant to the provisions of Sections 149 of the Companies Act, 2013, as Independent, non-executive director of the Company.

Further, in the opinion of the Board, Mr. Kaushik Dutta fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

Schedule IV of the Companies Act, 2013 prescribed that the appointment of independent directors of the company shall be approved at the meeting of the shareholders. Therefore, the appointment of Mr. Kaushik Dutta, as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions.

Item No. 7 & 8

At the Extra-ordinary General Meetings of the Company held on 12th July, 2013 and 24th April, 2007, the Members had, by way of Ordinary Resolutions and in pursuance of the provisions of Section 293(1)(a) and (d) of the Companies Act, 1956, approved of:

- i. Borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 75 crore at any point of time; and
- ii. Creation of a mortgage or charge for the said borrowings, as security by way of mortgage / hypothecation on the Company's assets in favour of lending agencies and trustees.

Under Section 180 of the Act, the above powers of the Board are required to be exercised only with the consent of the company by a Special Resolution.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

The approval of the Members for the said borrowings and creation of a mortgage or charge for the said borrowing is therefore now being sought, by way of a Special Resolutions, pursuant to Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 respectively. The Directors recommend the Resolutions at Item Nos. 6 and 7 of the accompanying Notice for the approval of the Members of the Company, by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item Nos. 6 and 7.

Item No. 9 & 10

Presently the existing Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,29,99,800 (One Crore Twenty Nine Lakhs Ninety Nine Thousand Eight Hundred) equity shares of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 12,99,98,000/- (Rupees Twelve Crore Ninety Nine Lakhs Ninety Eight Thousand only), 200 (Two Hundred) equity shares with differential voting rights of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 2000/- (Rupees Two thousand only) and 20,00,000 (Twenty Lakhs) preference shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. 2,00,00,000/- (Rupees Two Crores only).

In view of proposed bonus issue and to augment further capital to be raised in future, it is necessary to increase the Authorised Share Capital to Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 6,30,00,000 (Six Crores Thirty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each, aggregating to Rs. 63,00,00,000/- (Rupees Sixty Three Crores only), 200 (Two Hundred) equity shares with differential voting rights of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 2000/- (Rupees Two thousand only) and 1,19,99,800 (One Crore Nineteen Lakh Ninety Nine Thousand and Eight Hundred) preference shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. 11,99,98,000/- (Rupees Eleven Crores Ninety Nine Lakh and Ninety Eight Thousand only).

The alteration to the Capital Clause of Memorandum of Association of the Company is consequent upon increase in the Authorised Share Capital. In order to accommodate the increased paid-up capital consequent to the proposed Bonus Issue, the Authorised Share Capital of the Company needs to be increased. A change to the Authorised Share Capital of the Company necessitates an amendment to Clause V of the Memorandum of Association and Article 4 of the Articles of Association of the Company.

As per the provisions of the Companies Act, 2013, any increase in Authorised Capital and consequent amendment to the Memorandum of Association of the Company requires consent and approval of the Members of the Company.

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company during business hour (9 AM to 5 PM) to on all working days from the date hereof upto the date of the Meeting.

The Board of Directors recommends the Resolutions in Item No.8 & 9 of the Notice for approval by the Members by way of special resolution.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

Item No. 11

The Board of Directors of the Company in their meeting held on 12.06.2014, have recommended for the consent and approval of the Members, for the issue of Bonus Shares to the holders of Equity Shares, Equity Shares with Differential voting Rights and Convertible Preference Shares of the Company in the ratio of 1:5 (i.e., five Bonus Share of Rs.10/- each, for every one fully paid up Share of Rs.10/- each held) by increasing the existing Issued, Subscribed and Paid-up Share Capital of the Company by a sum not exceeding 55,00,00,000/- (Rupees Fifty Five Crores only).

The existing Issued, Subscribed and Paid-up Share Capital of the Company shall be increased after capitalization of a sum not exceeding 55,00,00,000/- (Rupees Fifty Five Crores only) from the Securities Premium Account, Free Reserves or any other permitted reserves/ surplus as per the Audited Accounts of the Company.

Details of the Proposed Capitalizations:

Particulars No. of Fully Paid-Up	No. of fully paid up Share Capital after bonus issue	Number of Bonus Shares proposed to be allotted	Amount to be Capitalized (In INR)
Paid-Up Equity Share Capital	87,94,800	4,39,74,000	43,97,40,000
Paid up Equity shares with Differential Voting Rights Capital	20	100	1,000
Paid up Convertible Preference shares Capital	17,15,705	85,78,525	8,57,85,250
Total	1,05,10,525	5,25,52,625	52,55,26,250

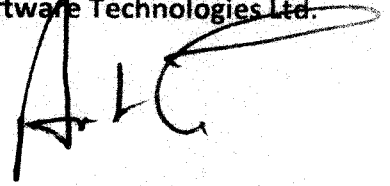
Total proposed bonus issue = Rs. 52,55,26,250/-

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on its Register of Members on the 'Record Date' to be determined by the Board of Directors (or a Committee thereof) of your Company. The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up Shares of each class (i.e. Equity Shares, Equity Shares with Differential voting Rights and Preference Shares) of the Company as existing on the 'Record Date'.

The Promoters, Directors, Key Managerial Personnel of your Company and their relatives are interested in this Resolution to the extent of their respective shareholding/s in the Company and also to the extent of Stock Options, they hold, if any.

Place: New Delhi
Date: 12.06.2014

**By order of the Board
For Newgen Software Technologies Ltd.**



**Arun Kumar Gupta
Company Secretary**