

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity: **NEWGEN SOFTWARE TECHNOLOGIES LIMITED**
 2. Quarter ended: **30TH SEPTEMBER 2020**

i. Composition of Board of Director

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of Cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directors in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
Mr.	DIWAKAR NIGAM	00263222	C,ED	MD	01-Apr-1993	01-Jun-2019		330	12-Oct-1954	NA		1	0	1	0	SC	
Mr.	T.S. VARADARAJAN	00263115	ED		05-Jun-1992	01-Jun-2019		340	05-May-1952	NA		1	0	1	0	SC	CSR Committee.
Mr s.	PRIYADARSHINI NIGAM	00267100	ED		20-Sep-1997	01-Jun-2019		276	26-Mar-1957	NA		1	0	0	0		CSR Committee
Mr.	KAUSHIK DUTTA	03328890	ID		09-Jul-2014	09-Jul-2019		75	01-May-1962	NA		3	3	7	3	AC,NRC	
Mr.	SAURABH SRIVASTAVA	00380453	ID		30-Aug-2017	30-Aug-2017		37	04-Mar-1946	Yes	27-Jul-2020	3	3	4	1	AC,NRC	
Mr.	SUBRAMANIAM RAMNATH IYER	00524187	ID		22-Nov-2017	22-Nov-2017		34	27-Jan-1958	NA		1	1	2	1	AC,SC,NRC	
Mr s.	PADMAJAKRISHNAN	03155610	ID		24-Mar-2020	24-Mar-2020		6	24-May-1956	NA		1	1	0	0		

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

ii. Composition of Committees

a. Audit Committee

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	SUBRAMANIAM RAMNATH IYER	ID	Chairperson	22-Nov-2017	
2	DIWAKAR NIGAM	C,ED	Member	14-Jun-2017	
3	T.S. VARADARAJAN	ED	Member	14-Jun-2017	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

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

d. Nomination and Remuneration Committee

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

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
26-May-2020	22-Jul-2020	Yes	7	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	56

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee		22-Jul-2020	Yes	3	3
Audit Committee	25-May-2020		Yes	3	3
Nomination & Remuneration Committee	25-May-2020		Yes	3	3
Stakeholders Relationship Committee	25-May-2020		Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	57

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**

b. Any comments/observations/advice of Board of Directors may be mentioned here:

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Name : Aman Mourya
Designation : Company Secretary & Compliance Officer