



## NEWGEN SOFTWARE TECHNOLOGIES LIMITED

CIN: L72200DL1992PLC049074

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

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Website: <https://newgensoft.com>, E-mail: [investors@newgensoft.com](mailto:investors@newgensoft.com)

### POSTAL BALLOT NOTICE

[Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,  
**The Members**  
**Newgen Software Technologies Limited**

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 read with other relevant circulars, if any, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time], Newgen Software Technologies Limited (the "Company") hereby seeks your approval by way of Ordinary resolutions through Electronic voting ("e-voting") in respect of the special business items as stated in this Postal Ballot Notice ("the Notice").

The detailed explanatory statement(s) setting out the material facts concerning the resolution(s) and instructions for e-voting are annexed to the Notice.

#### SPECIAL BUSINESS:

##### ITEM NO. 1:

#### INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s)

and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, ("Act") the approval of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.110,10,00,000/- (Rupees One Hundred Ten Crore and Ten Lakh only) divided into 9,81,00,200 (Nine Crore Eighty One Lakh and Two Hundred) Equity Shares of Rs.10/- (Rupees Ten only) each and 1,19,99,800 (One Crore Nineteen Lakh and Ninety Nine Thousand Eight Hundred) Preference Shares of Rs.10/- (Rupees Ten only) each to Rs. 180,10,00,000/- (Rupees One Hundred Eighty Crore and Ten Lakh only) divided into 16,81,00,200 (Sixteen Crore Eighty One Lakh and Two Hundred) Equity Shares of Rs.10/- (Rupees Ten only) each and 1,19,99,800 (One Crore Nineteen Lakh Ninety Nine Thousand Eight Hundred) Preference Shares of Rs.10/- (Rupees Ten only) each.

**RESOLVED FURTHER THAT** consequent to the increase in Authorized Share Capital as aforesaid and pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Act, the Memorandum of Association of the Company be and is hereby amended and altered by substituting the existing Clause V with the following Clause:

*V. "The Share Capital of the Company is ₹ 180,10,00,000 (Rupees One Hundred Eighty Crore and Ten Lakh only) divided into 16,81,00,200 (Sixteen Crore Eighty One Lakh and Two Hundred) equity shares of ₹ 10 each (Rupees Ten only), aggregating to ₹ 168,10,02,000/- (Rupees One Hundred Sixty-Eight Crore Ten Lakh and Two Thousand only) and 1,19,99,800 (One Crore Nineteen Lakh Ninety Nine Thousand Eight Hundred) preference shares of ₹ 10/- (Rupees Ten only) each aggregating to ₹ 11,99,98,000/- (Rupees Eleven Crore Ninety Nine Lakh Ninety Eight Thousand Only)."*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to do all such acts, deeds, matters, and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorized Share Capital of the Company and consequent amendment in Memorandum of Association of the Company, as they may think fit, for the purpose of giving effect to this resolution, on behalf of the Company."

**ITEM NO. 2:**

**TO CAPITALIZE THE RESERVES AND ISSUE BONUS SHARES TO THE MEMBERS 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 Section 63 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Foreign Exchange Management Act, 1999, as amended, and other applicable regulations, rules and guidelines issued from time to time by SEBI and/or the Reserve Bank of India (“RBI”) and the enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, permissions and sanctions and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs. 70,06,94,010/- (Rupees Seventy Crore Six Lakh Ninety Four Thousand Ten only) from and out of the Securities Premium Account and/or other permitted Reserves and/or a combination of both, as per the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2023, for the purpose of issuance and allotment of bonus equity shares of Rs.10/- (Rupees Ten only) each, to be credited as fully paid up shares to the existing Members of the Company holding fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each of the Company and whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the ‘Record Date’ i.e. Friday, January 12, 2024 , in the proportion of 1 (One) new fully paid-up bonus equity share of Rs.10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of Rs.10/- (Rupees Ten only) each held by the Members of the Company and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company.

**RESOLVED FURTHER THAT** the bonus equity shares as and when issued and allotted, shall always be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with

the fully paid-up equity shares of the Company and carry the same rights as the existing fully paid Equity Shares of the Company as on the Record Date.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to make appropriate adjustments due to the aforesaid issue of Bonus shares with respect to the employee stock options and RSUs of the Company, effective as on the ‘Record Date’, pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014 or SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, such that the exercise price for all outstanding stock options and RSUs (vested but not exercised and unvested stock options/RSUs including lapsed and forfeited options/RSUs available for re-issuance), the number thereof and the number of stock options/RSUs available for future grant(s) as on the Record Date shall be proportionately adjusted under the Newgen ESOP Scheme -2014, Newgen RSU Scheme-2021 and Newgen Software Technologies Limited Employees Stock Option Scheme - 2022 respectively, of the Company.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees, and in the case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the entitled number of shares or share certificate(s) in respect of the bonus equity shares will be credited to the suspense escrow demat account or dispatched, as may be permitted and prescribed under the Act and Listing Regulations.

**RESOLVED FURTHER THAT** the issue and allotment of the said bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs), Persons of Indian Origin (‘PIO’) / Overseas Corporate Bodies (‘OCBs’) and other Foreign Investors will be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other applicable laws for the time being in force.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the issuance of bonus equity shares resolved hereinbefore, the Board including any Committee of the Board or any other person authorised by the Board be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, to file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or concerned authorities applying and seeking necessary listing approvals from the Stock Exchange(s), in regard to such bonus issue as it may in its absolute discretion deem fit and without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all other steps as may be necessary to give effect to this resolution and to give such direction as may be necessary, proper and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution, and listing of shares as the Board may in its absolute discretion deem fit and its decision shall be final and binding.”

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

**Sd/-**  
**Aman Mourya**

**Date: November 27, 2023**  
**Registered Office: E-44/13 Okhla Phase II,**  
**New Delhi-110020**

**Company Secretary**  
**FCS: 9975**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 & 2 is annexed to the Postal Ballot Notice.
2. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, November 24, 2023 (“Cut-off Date”) received from the Depositories and whose e-mail address is registered with the Company / KFin / Depositories / Depository Participant (“DPs”). Each member’s voting rights shall be reckoned in proportion to his/her share of the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. Friday, November 24, 2023, which will only be considered to avail the facility of E-voting. A person who is not a member as on cut-off date shall treat this notice for information purpose only.
3. In accordance with the MCA Circulars and the Listing Regulations, the Notice is being sent in electronic form only. Accordingly, hard copies of the Postal Ballot Notice, the Postal Ballot Forms, and the pre-paid business reply envelopes are not being sent to the Members as all members are required to communicate their assent or dissent through the remote e-voting system only.
4. Members may note that the Notice will also be available on the Company’s website at <https://newgensoft.com>, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin at <https://evoting.kfintech.com>.

5. Members whose e-mail address is not registered and who wish to receive the Notice(s), and all other communications by the Company, from time to time may avail the investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode by submitting Form ISR-1 to KFin at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to the Company at [investors@newgensoft.com](mailto:investors@newgensoft.com). However, for the shares held in demat form, members are requested to write to their respective DPs.

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

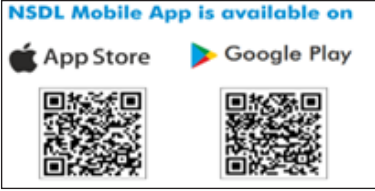




6. Pursuant to the MCA Circulars, members who have not registered their E-mail address with the Company and in consequence could not receive the notice may temporarily get their E-mail address registered with the KFin, at the following website/page: [ris.kfintech.com/clientservices/postalballot/](https://ris.kfintech.com/clientservices/postalballot/) and follow the registration process as provided thereat. Post successful registration of the E-mail address, the member would receive a soft copy of the Notice and the procedure for E-voting along with the user ID and password to enable E-voting for this Postal Ballot. In case of any queries, members may write to: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Alternatively, member may send an E-mail request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [investors@newgensoft.com](mailto:investors@newgensoft.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 Notice of postal ballot and the e-voting instructions.
7. As required under Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars & Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India and one Regional daily newspaper circulating in New Delhi.
8. The Postal Ballot e-voting facility will be available during the following period:

<b>Commencement of e-voting</b>	From 9:00 a.m. (IST) on Monday, December 04, 2023
<b>End of e-voting</b>	Upto 5:00 p.m. (IST) on Tuesday, January 02, 2024

Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again. The Members may please note that the e-voting shall not be allowed beyond the above-mentioned date and time.

9. The Board has appointed 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](mailto:dpv@dpvassociates.com)), as the scrutinizer (“Scrutinizer”) for conducting the e-voting process in a fair and transparent manner.
10. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, and Listing Regulations the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the E-voting service facility arranged by KFin Technologies Limited (Formerly Known as Karvy Fintech Private Limited) (“Registrar”).
11. The Resolution(s), if passed by requisite majority, shall be deemed to have been passed as on the last date of E-voting, i.e. Tuesday, January 02, 2024. subject to receipt of the requisite number of votes in favour of the resolution.
12. The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by the Chairman of the Company after the completion of the scrutiny of voting through E-voting. The result of the voting shall be declared and communicated to the Stock exchanges within two working days from the last date of voting and shall also be displayed on the Company’s website <https://newgensoft.com>.
13. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, are available for inspection at Registered office of the Company i.e. E-44/13 Okhla Phase II, New Delhi, DL-110020 and will be posted on the Company’s website <https://newgensoft.com/> to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot, i.e., Tuesday, January 02, 2024. Members desirous of inspecting these documents may also mail to [investors@newgensoft.com](mailto:investors@newgensoft.com).
14. A member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at [dpv@dpvassociates.com](mailto:dpv@dpvassociates.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [investors@newgensoft.com](mailto:investors@newgensoft.com).
15. **VOTING THROUGH ELECTRONIC MEANS / E-VOTING:**
- The procedure for e-voting is as under:
- i) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p><b>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <p>i. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</p> <p>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>iii. A new page will open. Enter the existing user id and password for accessing IDeAS.</p> <p>iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</p> <p>v. Click on company name, i.e., ‘Newgen Software Technologies Limited’, or e-voting service provider, i.e., KFin.</p> <p>vi. Members will be re-directed to KFin’s website for casting their vote during the e-voting period.</p> <p><b>B. Instructions for those Members who are not registered under IDeAS</b></p> <p>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</p> <p>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</p> <p>iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</p> <p>v. Members will have to enter their User ID (i.e., the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</p> <p>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</p>

Type of member	Login Method
	<p>vii. Click on company name, i.e., Newgen Software Technologies Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the e-voting period.</p> <p><b>C. NSDL Mobile App</b></p> <p>i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <div data-bbox="804 357 1181 547" style="text-align: center;">  <p>NSDL Mobile App is available on   App Store     Google Play</p>      </div>
Individual members holding securities in demat mode with CDSL	<p><b>A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</b></p> <p>i. Visit <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <p>ii. Click on New System MyEasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Enter the registered user ID and password for accessing Easi / Easiest.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of 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>B. Instructions for users who have not registered for Easi/ Easiest</b></p> <p>i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. A above to cast your vote.</p> <p><b>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</b></p> <p>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <p>ii. Provide Demat Account Number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered mobile and 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, viz., ‘Newgen Software Technologies Limited’ 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 members login through their demat accounts / Website of Depository Participant(s)	<p><b>A. Instructions for login through Demat Account / website of Depository Participant</b></p> <p>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, members will be able to view e-voting option.</p> <p>iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>iv. Click on options available against Newgen Software Technologies Limited or KFin.</p> <p>v. Members will be redirected to e-voting website of KFin for casting their vote during the 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 members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:	
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>

- ii) Method of login / access to KFin e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose e-mail IDs are registered with the Company / Depository Participant(s)	<p><b>A. Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)</b></p> <p>Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> <li>i. Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>.</li> <li>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) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.</li> <li>iii. After entering these details appropriately, click on "LOGIN".</li> <li>iv. Members will now reach password change Menu wherein they are required to mandatorily change the 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 the member to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</li> <li>v. Members would need to login again with the new credentials.</li> <li>vi. On successful login, the system will prompt the member to select the "EVEN", viz., 'Newgen Software Technologies Limited and click on "Submit".</li> <li>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, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.</li> <li>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</li> <li>ix. Voting has to be done for each item of the Postal Ballot Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.</li> <li>x. Members may then cast their vote by selecting an appropriate option and click on "Submit".</li> <li>xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution, they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</li> <li>xii. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to <a href="mailto:dpv@dpvassociates.com">dpv@dpvassociates.com</a> with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. The file scanned image / pdf file of the board resolution should be in the naming format "Corporate Name".</li> </ol>
Members whose e-mail IDs are not registered with the Company / Depository Participant(s)	<p>Procedure for Registration of email and Mobile: securities in physical mode</p> <p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p>

Type of member	Login Method
	<p>ISR 1 Form can be obtained by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx">https://ris.kfintech.com/clientservices/isc/default.aspx</a></p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or  Name KFIN Technologies Limited  Address Selenium Building, Tower-B,  Plot No 31 &amp; 32, Financial District,  Nanakramguda, Serilingampally,  Hyderabad, Rangareddy, Telangana India - 500 032.</p> <p>c) Through electronic mode with e-sign by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx#">https://ris.kfintech.com/clientservices/isc/default.aspx#</a></p> <p>Detailed FAQ can be found on the link: <a href="https://ris.kfintech.com/faq.html">https://ris.kfintech.com/faq.html</a></p> <p>For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p>

iii) Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p><b>Members who have forgotten the user id and password, may obtain/retrieve the same in the manner mentioned below:</b></p> <p>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD&lt;space&gt;E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399</p> <p>Example for NSDL: MYEPWD&lt;SPACE&gt; IN12345612345678  Example for CDSL: MYEPWD&lt;SPACE&gt; 1402345612345678  Example for Physical: MYEPWD&lt;SPACE&gt; XXXX1234567890</p> <p>ii. If e-mail ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii. Members may send an email request to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. 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 e-voting.</p> <p>iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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16. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com>.

In case of any queries / concern / grievances, you may contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, at email: [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) or 1-800-309-4001 (toll free).

17. KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

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

Date: November 27, 2023  
Registered Office: E-44/13 Okhla Phase II,  
New Delhi-110020

Sd/-  
**Aman Mourya**  
**Company Secretary**  
FCS: 9975

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statements pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") set out all material facts relating to the special business(es) mentioned in the Item Nos. 1 and 2 of the accompanying Notice of Postal Ballot dated November 27, 2023.

### **Item No. 1**

Board of Directors at its meeting held on November 27, 2023, subject to the approval of the Members of the Company, have approved and recommended the issue of bonus equity shares of Rs. 10/- (Rupees Ten only) each credited as fully paid up to eligible Members of the Company in the proportion of 1 (one) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each held by them.

Presently the Authorized Share Capital of your Company is Rs. 110,10,00,000/- (Rupees One Hundred Ten Crore and Ten Lakh only) divided into 9,81,00,200 (Nine Crore Eighty One Lakh and Two Hundred) Equity Shares of Rs.10/- (Rupees Ten only) each and 1,19,99,800 (One Crore Nineteen Lakh and Ninety Nine Thousand Eight Hundred) Preference Shares of Rs.10/- (Rupees Ten only) each and hence it is proposed to increase the authorized share capital to Rs. 180,10,00,000/- (Rupees One hundred Eighty Crore and Ten Lakh only) divided into 16,81,00,200 (Sixteen Crore Eighty One Lakh and Two Hundred) Equity Shares of Rs.10/- (Rupees Ten only) each and 1,19,99,800 (One Crore Nineteen Lakh Ninety Nine Thousand Eight Hundred) Preference Shares of Rs.10/- (Rupees Ten only) each.

Pursuant to the provisions of Sections 61 and 64 of the Act, the proposed increase in Authorized Share Capital of the Company requires approval of the Members of the Company and as a consequence of this increase, Clause V of the Memorandum of Association of the Company needs to be amended to reflect the increase in the Authorized Share Capital. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No. 1 of the Postal Ballot Notice.

A copy of the Memorandum of Association of the Company along with the proposed amendments will be made accessible for inspection by the members at the Registered Offices of the Company between 11:00 a.m. and 5:00 p.m. on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting except on national holidays, and the same will also be made available for inspection through electronic mode on the website of the Company at <https://newgensoft.com/>.

None of the Directors, Promoters including Promoter Group and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially

or otherwise, in the resolution set out at Item No.1 of this Postal Ballot Notice except to the extent of their respective shareholding in the Company.

The Board accordingly recommends the Resolution set out at Item No.1 for approval by the Members of the Company as an Ordinary Resolution.

### **Item No. 2**

In appreciation of the ongoing support from the Company's shareholders and to promote the engagement of retail investors over the long term while enhancing the market liquidity of equity shares of the Company, the Board of Directors, at its meeting held on November 27, 2023 approved and recommended issue of bonus equity shares in the ratio of 1:1, subject to the consent of the Members of the Company, i.e. 1 (One) new fully paid-up equity share of Rs.10/- each be issued for every 1 (One) existing fully paid-up equity share of Rs. 10/- each held by members whose names appear on the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on such date ("Record Date") i.e. Friday, January 12, 2024 as fixed by the Board in this regard for allotment of shares, aggregating to Rs. 70,06,94,010 /- (Rupees Seventy Crore Six Lakh Ninety-Four Thousand Ten only) divided into 7,00,69,401 (Seven Crore Sixty Nine Thousand Four Hundred One) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each.

The Bonus Shares will be issued to the members of the Company by capitalizing a sum not exceeding Rs. 70,06,94,010 /- (Rupees Seventy Crore Six Lakh Ninety Four Thousand Ten only) from and out of the Securities Premium Account and/or other permitted Reserves and/or a combination of both, as per the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

Post issue of Bonus Shares, the Issued and Paid-up Equity Share Capital of the Company will be Rs. 1,40,13,88,020/- (Rupees One Hundred Forty Crore Thirteen Lakhs Eighty Eight Thousand Twenty Only) divided into 14,01,38,802 (Fourteen Crore One Lakhs Thirty Eight Thousand Eight Hundred Two) Equity Shares of Rs.10/- each.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing equity shares and holders of the bonus equity shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

In accordance with the provisions contained in Regulation 5(3), read with Clause g of Part B of Schedule I of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Nomination and Remuneration Committee shall make a fair and reasonable adjustments to the entitlement such that the exercise price for all outstanding stock options/ RSUs (vested but not exercised and unvested stock options/ RSUs including



lapsed and forfeited options/RSUs available for re-issuance), the number thereof and the number of stock options/RSUs available for future grant(s) as on the Record Date shall be proportionately adjusted under the Newgen ESOP Scheme -2014, Newgen RSU Scheme - 2021 and Newgen Software Technologies Limited Employees Stock Option Scheme - 2022 and recommend the same to the Board for its approval.

Article 20 and 21 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to the Members as fully paid bonus shares.

Pursuant to the provisions of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company along with capitalization of the amount standing to the credit of General reserves and/ or Retained earnings and/ or Securities premium account requires the approval of the Members of the Company.

None of the Directors, Promoters including Promoter Group and Key Managerial Personnel of the Company and/or their

relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice, except to the extent of their respective shareholding in the Company.

The relevant documents will be made accessible for inspection by the members at the Registered Office of the Company between 11:00 a.m. and 5:00 p.m. on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting except on national holidays, and the same will also be made available for inspection through electronic mode on the website of the Company at <https://newgensoft.com/>.

The Board accordingly recommends the Resolution set out at Item No. 2 for approval of the Members of the Company as an Ordinary Resolution.

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

**Sd/-**  
**Aman Mourya**  
**Company Secretary**  
**Date: November 27, 2023**  
**Registered Office: E-44/13 Okhla Phase II,** **FCS: 9975**  
**New Delhi-110020**