



NEWGEN SOFTWARE TECHNOLOGIES LIMITED

CIN: L72200DL1992PLC049074

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

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

Tel.: (+91)-11-66476647, (+91)-11-40770100, Fax: (+91)-11-2685 6936

NOTICE OF THE 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting ("AGM") of Newgen Software Technologies Limited ("the Company") will be held on Thursday, the 23rd day of June 2022, 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 31st March 2022 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 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 31st March 2022, 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 31st March 2022 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 Ordinary Resolution:

"RESOLVED THAT, the audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended 31st March, 2022 thereon, as circulated to the Members, be and are hereby considered and adopted."

3. To declare a Dividend of Rs. 4.50/- (Four Rupees and fifty paise) per equity share having a Face value of Rs. 10/- each of the Company for the Financial Year ended 31st March 2022 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT, a dividend at the rate of Rs. 4.50/- (Four Rupees and fifty paise) per equity share of Rs. 10/- each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2022, 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 i.e. 16th June 2022.

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

4. To appoint a director in place of Mr. Diwakar Nigam (DIN: 00263222), who retires by rotation and is eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT, in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Diwakar Nigam (DIN: 00263222), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

5. Re-appointment of Mr. Saurabh Srivastava (DIN: 00380453) as a Non-Executive Independent Director of the Company for the second term of five (5) years.

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

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (hereinafter referred as "the Act") including rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and Board of Directors in their meetings held on 2nd May 2022 and 3rd May 2022, respectively, Mr. Saurabh Srivastava (DIN: 00380453), who has already attained the age of Seventy-Five (75) years and who qualifies for being appointed as an Independent Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five (5) consecutive years with effect from 30th August 2022 to 29th August 2027 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, Mr. Saurabh Srivastava (DIN: 00380453) will be eligible for; (a) sitting fee, as may be fixed by the Board of Directors subject to the limit as prescribed under the Act for attending the meetings of the Board & its Committees; (b) commission on the net profit of the Company, as may be determined by the Board of Directors for each year within the overall ceiling limit as may be fixed by the Members of the Company, time to time.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things, and to take other steps as may be deemed necessary or expedient to give effect to this Resolution and matters incidental thereto."

6. Re-appointment of Mr. Subramaniam Ramnath Iyer (DIN: 00524187) as a Non-Executive Independent Director of the Company for the second term of five (5) years.

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

“RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (hereinafter referred as “the Act”) including rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and Board of Directors in their meetings held on 2nd May 2022 and 3rd May 2022, respectively, Mr. Subramaniam Ramnath Iyer (DIN: 00524187) who qualifies for being appointed as an Independent Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for second term of five (5) consecutive years with effect from 22nd November 2022 to 21st November 2027 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, Mr. Subramaniam Ramnath Iyer (DIN: 00524187) will be eligible for; (a) sitting fee, as may be fixed by the Board of Directors subject to the limit as prescribed under the Act for attending the meetings of the Board & its Committees; (b) commission on the net profit of the Company, as may be determined by the Board of Directors for each year within the overall ceiling limit as may be fixed by the Members of the Company time to time.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things, and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

7. Approval of Newgen Software Technologies Limited Employees Stock Option Scheme– 2022.

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

“RESOLVED THAT, pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory amendment thereto or re-enactment thereof), Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”), relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and

/ or sanction(s) on the recommendation of Board of Directors and Nomination & Remuneration Committee of the Company, the consent of the Members of the Company be and is hereby accorded for approval of Newgen Software Technologies Limited Employees Stock Option Scheme – 2022 (“Newgen ESOP Scheme 2022 or “the Scheme”) and the Board of Directors (hereinafter referred to as the “Board of Director” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorized to create, grant, offer, issue and allot under the Scheme, in one or more tranches not exceeding Fourteen Lakh (14,00,000) Employee Stock Options (“Options”) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of Employees and Directors of the Company, its Group Company including its Subsidiary Company or its Associate Company in India or outside India and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into not more than Fourteen Lakh (14,00,000) Equity Shares (“Shares”) of face value of Rs. 10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT, the Scheme shall be administered by the Nomination & Remuneration Committee of the Company who shall have all the necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and implementation of the Scheme.

RESOLVED FURTHER THAT, the Scheme shall be implemented through Trust route wherein the irrevocable Trust, as set up by the Company by the name Newgen ESOP Trust (“Trust”), shall acquire the Equity shares either by way of fresh allotment from the Company and/or Secondary acquisition from the market and will follow cash mechanism.

RESOLVED FURTHER THAT, out of the overall pool of Fourteen Lakh (14,00,000) Shares, the Trust may acquire such quantity of Shares by the way of Direct allotment and/or Secondary Acquisition as decided by the Board of Directors, from time to time.

RESOLVED FURTHER THAT, the Shares, if any, to be issued and allotted by the Company under the Scheme shall rank pari-passu in all respects with the then-existing Shares of the Company.

RESOLVED FURTHER THAT, the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT, the Board of Directors, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules, and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds,

matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT, the Board of Directors be and are hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appointing Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT, the Board of Directors be and are hereby also authorized to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors are authorized to do for the purpose of giving effect to this resolution.”

8. Approval for grant of stock options to the employees of group Company including subsidiary Companies or its associate Company, in India or outside India of the Company under Newgen Software Technologies Limited Employees Stock Option Scheme – 2022.

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

“**RESOLVED THAT**, pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), Regulation 6(3) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”), relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s) on the recommendation of Board of Directors and Nomination & Remuneration Committee of the Company, the consent of the Members of the Company be and is hereby accorded to extend the benefits of Newgen Software Technologies Limited Employees Stock Option Scheme – 2022 (“**Newgen ESOP Scheme 2022**” or “**the Scheme**”) including the grant of Employee Stock Options (“**Options**”) and issuance of the Equity Shares (“**Shares**”) thereunder, to such Employees and Directors of the Group Company including its Subsidiary Company or its Associate Company, in India or outside India, and to such other persons as may, from time to time, be allowed

to be eligible for the benefits of the Scheme (as permitted under the applicable laws from time to time) on such terms and in such manner as the Board of Directors may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT, the Shares, if any, to be issued and allotted by the Company under the Scheme shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT, the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby also authorized to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorized to do for the purpose of giving effect to this resolution.”

9. Approval for the acquisition of equity shares by way of secondary acquisition under Newgen Software Technologies Limited Employees Stock Option Scheme – 2022.

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

“**RESOLVED THAT**, pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), Regulation 6(3) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”), relevant provisions of the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent 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 of Directors**”) which term shall be deemed to include any Committee, including the Nomination & Remuneration, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) for secondary acquisition of upto **Fourteen Lakh (14,00,000)** Equity Shares (“**Shares**”) of the Company by Newgen ESOP Trust (“**Trust**”), in one or more

tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board of Directors, for the purpose of implementation of the Newgen Software Technologies Limited Employees Stock Option Scheme – 2022 (“*Scheme*”) and in due compliance with the provisions of the SEBI (SBEB & SE) Regulations.

RESOLVED FURTHER THAT, the total number of Shares under secondary acquisition held by the Trust in pursuance to the Scheme or any other share-based Employee benefit scheme/ plan implemented in the past, shall at no time, exceed five (5) percent of the Paid-up Equity Capital of the Company at the end of the financial year immediately prior to the year in which the shareholders’ approval is obtained in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, as amended from time to time.

RESOLVED FURTHER THAT, the total number of Shares under secondary acquisition held by the Trust in pursuance to the Scheme or any other share-based Employee benefit scheme implemented in the past, shall at no time, exceed five (5) percent of the Paid-up Equity Capital of the Company in due compliance with the provisions of the SEBI (SBEB & SE) Regulations.

RESOLVED FURTHER THAT, the secondary acquisition by the Trust in any financial year shall not exceed two (2) percent of the paid-up Equity capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI (SBEB & SE) Regulations, as amended from time to time.

RESOLVED FURTHER THAT, the above limits shall automatically include within their ambit the expanded or reduced capital of the Company where such expansion or reduction has taken place on account of corporate action(s) including issue of bonus shares, stock splits, consolidations, rights issue, buy-back, or other re-organization of the Company as may be applicable from time to time.

RESOLVED FURTHER THAT, the Trustees of the Trust shall ensure compliance of the provisions of the SEBI (SBEB & SE) Regulations, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Equity Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary and incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby also authorized to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorized to do for the purpose of giving effect to this resolution.”

10. Approval for provision of money by the Company for purchase of its own shares by the trust / trustees for the benefit of employees under Newgen Software Technologies Limited Employees Stock Option Scheme – 2022.

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

“RESOLVED THAT, pursuant to the provisions of Section 67(3), 62(1)(b) of the Companies Act, 2013, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“*SEBI (SBEB & SE) Regulations*”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“*SEBI (LODR) Regulations*”), relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent 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 of Directors*” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to Newgen ESOP Trust (“*Trust*”), in one or more tranches not exceeding 5% (Five percent) of the aggregate of the Paid-Up share capital and Free Reserves, or other limit as prescribed under the applicable laws, from time to time, for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust / Trustees, in one or more tranches, subject to the ceiling of Equity Shares (“*Shares*”) as may be prescribed under Newgen Software Technologies Limited Employees Stock Option Scheme – 2022 (“*Newgen ESOP Scheme 2022*” or “*the Scheme*”) or any other share based Employee benefit plan which may be introduced by the Company from time to time (“*Employee Benefit Scheme(s)*”), with a view to purchase such Shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, the Companies Act, 2013 and any other applicable laws and regulations.

RESOLVED FURTHER THAT, the above prescribed limit shall be taken on consolidated basis for all Employee Benefit Scheme(s) as may be undertaken by the Company from time to time.

RESOLVED FURTHER THAT, loan provided by the Company shall be subject to the terms and conditions, including but not limited to, as given hereinbelow:

- a) the loan shall be repayable with minimum interest, as mandatory, if any, under the applicable law;
- b) the tenure of such loan shall be the point where the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier;
- c) the utilization of such loan shall be for the objects of the Trust as mentioned in the trust deed, and
- d) the Trust shall repay the loan to the Company by utilizing the proceeds realized from exercise of Options and the accruals of the Trust during the tenure of the Scheme or termination of the Scheme.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to comply with the legal provisions and do all ancillary and consequential matters and to take such steps and to do such acts, deeds, matters, and things as they may deem proper and give/send such notices, directions as may be necessary to give effect to the above resolution.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby also authorized to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorized to do for the purpose of giving effect to this resolution.”

11. Approval for amendment in the Newgen Software Technologies Limited Employees Stock Option Scheme – 2014 (“Newgen ESOP Scheme 2014”).

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

“**RESOLVED THAT**, pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, on the recommendation of Board of Directors and Nomination & Remuneration Committee of the Company, the approval of the members be and is hereby accorded to the amended ‘Newgen ESOP Scheme 2014’ which is updated in terms aligning the Plan with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, by the Board of Directors and the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the variation to the terms of the Newgen ESOP Scheme 2014 as detailed in the explanatory Statement thereto, be and is hereby approved.

RESOLVED FURTHER THAT, the Nomination & Remuneration Committee be and is hereby authorized to grant option under Newgen ESOP Scheme 2014 to the Employees, defined in the amended Newgen ESOP Scheme 2014, and also to do all such acts, deeds, matters, and things and sign deeds, documents, letters, and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolutions and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard.”

12. Approval for amendment in the Newgen RSU Scheme 2021.

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

“**RESOLVED THAT**, pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the Securities and Exchange Board of India (Share Based

Employee Benefits and Sweat Equity) Regulations, 2021, on the recommendation of Board of Directors and Nomination & Remuneration Committee of the Company, the approval of the members be and is hereby accorded to the amended ‘Newgen RSU Scheme 2021’ which is updated in terms aligning the Plan with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, by the Board of Directors and the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the variation to the terms of the Newgen RSU Scheme 2021 as detailed in the explanatory Statement thereto, be and is hereby approved.

RESOLVED FURTHER THAT, the Nomination & Remuneration Committee be and is hereby authorized to grant RSUs under Newgen RSU Scheme 2021 to the Employees, defined in the amended Newgen RSU Scheme 2021, and also to do all such acts, deeds, matters, and things and sign deeds, documents, letters, and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolutions and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard.”

By order of the Board
For Newgen Software Technologies Ltd

Date: 27.05.2022

Registered Office: A-6, Satsang Vihar
Marg, Qutab Institutional Area, New
Delhi – 110067

Aman Mourya
Company Secretary
FCS: 9975

NOTES:

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the Special businesses to be transacted at this AGM, is annexed hereto.
2. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos.14/2020 dated 8th April 2020, Circular No.17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020 02/2021 dated 13th January 2021 and 21/2021 dated 14th December 2021 and all other relevant circulars issued from time to time, permitted the holding of the AGM through VC / OAVM facility 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 30th AGM of the Company is being conducted through VC/OAVM facility.
3. Company has appointed KFin Technologies Limited (formerly known as KFin Technologies Private Limited), Registrar and Share Transfer Agent (“Registrar” or “KFinTech”), to provide VC/OAVM facility for the AGM and the attendant enablers for conducting of 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 30th 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, through its registered E-mail Address with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming 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 to this Notice.
8. The Final Dividend of Rs. 4.50 per equity share, i.e., 45% on the paid-up equity share capital, for the financial year ended 31st March 2022, 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 declaration to the members whose name appear, subject to deduction of tax at source:
 - a) as beneficial owners of the shares as per list to be furnished by the depositories in respect of the shares held in demat form on the closing hours of the business on 16th June 2022; 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 on the close of business hours on 16th June 2022.
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 1st 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://www.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 Rs. 5,000/- and also in case where resident individual shareholder having valid PAN and who is not liable to pay income tax 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 on or before 11:59 P.M. (IST) on 23rd June 2022. For FAQs on TDS deducted on Dividend members can visit Company's website: <https://newgensoft.com/Company/investor-relations/#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 on or before 11:59 P.M. (IST) on 23rd June 2022.

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 are not subject to TDS under Section 196 of the Act, the person 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 once possible.
12. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents, or to the Company Secretary. Members are requested to note that dividends that are not claimed within seven (7) 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 (7) 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 and marking copy to investors@newgensoft.com. In case, any member is unable to submit or update their bank particulars, their Dividend warrants shall be dispatched, 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>. Concern 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 ateinward.ris@kfintech.com clearly mentioning their DP ID/ Client ID.
 16. In terms of Section 152 of the Act, Mr. Diwakar Nigam ((DIN: 00263222), Chairman & Managing Director of the Company, retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Nomination & Remuneration Committee and Board of Directors of the Company recommends his 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 ESOP Scheme and RSU Scheme 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 20th June 2022 through an E-mail to investors@newgensoft.com, specifying his/her name along with Demat account details. The same shall be replied by the Company suitably.
 20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which directors are interested under Section 189 of the Act 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.
 21. The Register of Members and Share Transfer Books of the Company will remain closed on the day of 16th June 2022 for the purpose of this AGM.
 22. In compliance with the MCA Circulars dated 5th May 2020 and SEBI Circulars dated 12th May 2020 and 15th January 2021, Notice of the AGM and Annual Report 2021-22 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 2021-22 will also be available on the Company's website: <https://newgensoft.com>. 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 and www.nseindia.com respectively, and will also be available on the website of e-voting agency KFintechat <https://evoting.kfintech.com>.
 23. As per SEBI Circular dated 3rd November 2021, Shareholders holding shares in any physical mode are urged to update their PAN, KYC, and nomination details on an immediate basis. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). 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/#notices>
 24. 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 closing hours of business on 27th May 2022.
 - a. 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.
 - b. Members who have not registered their E-mail address and in consequence, 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.
 - c. Members are also requested to visit the website of the Company <https://newgensoft.com> or the website of the Company's Registrar <https://karisma.kfintech.com/> for downloading the Annual Report and Notice of the AGM.
 - d. Alternatively, members may send an E-mail request at 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.
 25. 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.

26. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form effective from 1st April 2019. In view of the above, members are advised to dematerialize their shares held by them in physical form. Members can also write to the Company's Registrar in this regard.

27. To prevent fraudulent transactions, members are advised to exercise due diligence and notify to their Depositories Participants (DPs) in respect of their electronic share accounts and to 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 statement 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>, as soon as possible after the conclusion of the meeting.

30. **Instructions for Members for Attending the AGM through Video Conferencing are as under:**

- a) 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 as mentioned in this notice.
- 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 20th June 2022 to 21st June 2022 (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., Thursday 16th June 2022 only.
- b) A person who is not a member as on the Cut-off Date should treat this Notice 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 9th 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, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th 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 Monday, 20th June 2022 at 9:00 A.M. (IST) and closes on Wednesday, 22nd June 2022 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 Wednesday, 22nd June 2022.
- 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. 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>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nSDL.com.</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>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: https://eservices.nSDL.com</p> <p>II. Select “Register Online for IDeAS” or click at:https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Visit the e-voting website of NSDL https://www.evoting.nSDL.com</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nSDL.com/</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 data-bbox="699 196 1390 482" style="border: 1px solid black; padding: 10px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. 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. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. 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. 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>	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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.

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's 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., 'NEWGEN SOFTWARE 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 shares held will not be counted under either 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 serviced, 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 serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/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.

ii. Alternatively, member may send an e-mail request at the email id 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 on 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, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting	<p>A. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting:</p> <p>i) Members will be able to attend the Meeting through VC / OAVM platform provided by KFin. 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 / 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 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.
 - iv. 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.
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 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 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, Ms. Priyanka (holding CP No.: 16187), Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries,

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 Kintech <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. 23rd June 2022.

By order of the Board
For Newgen Software Technologies Ltd

Date: 27.05.2022

Registered Office: A-6, Satsang Vihar
Marg, Qutab Institutional Area, New
Delhi – 110067

Aman Mourya
Company Secretary
FCS: 9975

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE CONVENING THE 30TH ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 23RD JUNE 2022.

Item No. 5

Mr. Saurabh Srivastava (DIN: 00380453) was appointed as a Non-Executive Independent Director of the Company by the members at 26th Annual General Meeting of the Company held on 9th August 2018 for a period of five (5) consecutive years commencing from 30th August 2017 to 29th August 2022. Therefore, his first tenure as an Independent Director would be expiring on 29th August 2022. In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five (5) consecutive years on the Board of a Company but shall be eligible for reappointment for a further period upto five (5) years on passing of a special resolution by the Company.

Nomination & Remuneration Committee of the Board of Directors at its meeting held on 2nd May 2022, on the basis of performance evaluation has recommended the reappointment of Mr. Saurabh Srivastava, as a Non-Executive Independent Director for the second term of five (5) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Mr. Saurabh Srivastava and as per the recommendation of Nomination & Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Saurabh Srivastava would be beneficial to the Company, and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board of Directors at its meeting held on 3rd May 2022, has recommended obtaining the approval of members of the Company on the reappointment of Mr. Saurabh Srivastava as a Non-Executive Independent Director for the second term with effect from 30th August 2022 to 29th August 2027.

Therefore, it is hereby proposed to re-appoint Mr. Saurabh Srivastava as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years on the Board of the Company with effect from 30th August 2022 to 29th August 2027 by passing the Resolution as set out in the **item no. 5** of the notice, by way of special resolution.

The Company has received the declaration from Mr. Saurabh Srivastava that he meets the criteria of independence as prescribed under the Companies Act, 2013 and SEBI Listing Regulations. In the opinion of the Board, Mr. Saurabh Srivastava fulfills the conditions specified in the Companies Act, 2013, the Rules thereunder, and the SEBI Listing Regulations for re-appointment as an Independent Director and he is independent of the management of the Company.

Details of Mr. Saurabh Srivastava, whose re-appointment as an Independent Director as proposed is provided in "Annexure 1" to the Notice pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India. He will be eligible for a sitting fee, as fixed by the Board of Directors subject to the limit as prescribed under Companies Act, 2013 for attending the meetings of the Board and its Committees. He will also be eligible for Commission on net profit of the Company, as may be determined by the Board of Directors in each year within over all ceiling limits as may be fixed by the members time to time. Copy of the draft letter for appointment of Mr. Saurabh Srivastava as a Non-Executive Independent Director of the Company setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on any working day, except Saturday upto the last day of voting. Mr. Saurabh Srivastava is interested in the resolutions set out in Item No. 5 of the Notice with regard to his re-appointment. The relatives of Mr. Saurabh Srivastava may be deemed to be interested in the resolutions to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, to the extent of their shareholding interest, if any, in the Company are, in any way, concerned or interested, financially or otherwise, in the resolutions. This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

Mr. Subramaniam Ramnath Iyer (DIN: 00524187) was appointed as a Non-Executive Independent Director of the Company by the members at 26th Annual General Meeting of the Company held on 9th August 2018 for a period of five (5) consecutive years commencing from 22nd November 2017 to 21st November 2022. Therefore, his first tenure as an Independent Director would be expiring on 21st November 2022. In terms of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five (5) consecutive years on the Board of a Company but shall be eligible for reappointment for a further period upto five (5) years on passing of a special resolution by the Company.

Nomination & Remuneration Committee of the Board of Directors at its meeting held on 2nd May 2022, on the basis of performance evaluation has recommended the reappointment of Mr. Subramaniam Ramnath Iyer, as a Non-Executive Independent Director for the second term of five (5) consecutive years on the Board of the Company. The Board, based on the performance evaluation of

Mr. Subramaniam Ramnath Iyer and as per the recommendation of Nomination & Remuneration Committee, considers that, given his background, knowledge, experience and contributions made by him during his tenure, the continued association of Mr. Subramaniam Ramnath Iyer would be beneficial to the Company, and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board of Directors at its meeting held on 3rd May 2022, has recommended obtaining the approval of members of the Company on the reappointment of Mr. Subramaniam Ramnath Iyer as a Non-Executive Independent Director for the second term with effect from 22nd November 2022 to 21st November 2027.

Therefore, it is hereby proposed to re-appoint Mr. Subramaniam Ramnath Iyer as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five (5) consecutive years on the Board of the Company with effect from 22nd November 2022 to 21st November 2027 by passing the Resolution as set out in the **item no. 6** of the notice, by way of special resolution.

The Company has received the declaration from Mr. Subramaniam Ramnath Iyer that he meets with the criteria of independence as prescribed under the Companies Act, 2013 and SEBI Listing Regulations. In the opinion of the Board, Mr. Subramaniam Ramnath Iyer fulfils the conditions specified in the Companies Act, 2013, the Rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the management of the Company.

Details of Mr. Subramaniam Ramnath Iyer, whose re-appointment as an Independent Director as proposed is provided in "Annexure 1" to the Notice pursuant to the provisions of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India. He will be eligible for a sitting fee, as fixed by the Board of Directors subject to the limit as prescribed under Companies Act, 2013 for attending the meetings of the Board and its Committees. He will also be eligible for Commission on net profit of the Company, as may be determined by the Board of Directors in each year within over all ceiling limits as may be fixed by the members time to time. Copy of the draft letter for appointment of Mr. Subramaniam Ramnath Iyer as a Non-Executive Independent Director of the Company setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 A.M. to 5:00 P.M.) on any working day, except Saturday upto the last day of voting. Mr. Subramaniam Ramnath Iyer is interested in the resolutions as set out at Item No. 6 of the Notice with regard to his re-appointment. The relatives of Mr. Subramaniam Ramnath Iyer may be deemed to be interested in the resolutions to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives to the extent of their shareholding interest, if any, in the Company are, in any way, concerned or interested, financially or otherwise, in the resolutions. This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7, 8 and 9

Equity based remuneration includes alignment of personal goals of the Employees with Organisational objectives by participating in the ownership of the Company. The Board of Directors of your Company understands the need to enhance the Employee engagement, to

reward the Employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

In order to reward and retain the Employees and to create a sense of ownership and participation amongst them, the Board of Directors, with the recommendation of the Nomination & Remuneration Committee, has in its meeting held on 03rd May 2022, approved the Newgen Software Technologies Limited Employees Stock Option Scheme – 2022 ("**Scheme**") to or for the benefit of such Employees as defined in the Scheme.

In terms of Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations**") and Section 62 and other applicable provisions, if any, of the Companies Act, 2013, the issue of Equity Shares under an Employee Stock Options Scheme requires approval of the shareholders by way of a Special Resolution. The Special Resolution set out at **Item No. 7** is to seek your approval for the said purpose.

Further, as per Regulation 6(3)(c) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of separate Special Resolution is also required for grant of Options to Employees of Group Company including Subsidiary Company or its Associate Company, in India or outside India, of the Company. The Special Resolution set out at **Item No. 8** is to seek your approval for the said purpose.

Further, as per Regulation 6(3)(a) of SEBI (SBEB & SE) Regulations, approval of the shareholders by way of a separate Special Resolution is also required for Secondary Acquisition of Equity Shares by the Trust for implementation of the Scheme. The Special Resolution set out at **Item No. 9** is to seek your approval for the said purpose.

The main features and other details of the Scheme as per Regulation 6(2) of the SEBI (SBEB & SE) Regulations, are as under:

1. Brief Description of the Scheme:

The Scheme Shall be called as Newgen Software Technologies Limited Employees Stock Option Scheme – 2022 or Newgen ESOP Scheme 2022 or Scheme.

The purpose of the Scheme includes the followings:

- a) To motivate the Employees to contribute to the growth and profitability of the Company.
- b) To ensure the Continuity and retention of employees.
- c) To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
- d) To create a sense of ownership and participation amongst the Employees to share the value they create for the Company in the years to come, and
- e) To provide additional deferred rewards to Employees.

2. The total number of Stock Options to be granted under the Scheme:

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed Fourteen Lakh (14,00,000) Options which shall be convertible into equal number of Shares.

Out of the overall pool of Fourteen Lakh (14,00,000) Shares, the Trust may acquire such quantity of Shares by the way of fresh allotment and/or Secondary Acquisition as decided by the Board of Directors (*the term shall deem to include Nomination & Remuneration Committee*), from time to time

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further Grant under the Scheme unless otherwise determined by the Board of Directors.

Further, the maximum number of Options that can be granted and the Shares arising upon Exercise of these Options shall stand adjusted in case of Corporate Actions (as defined in the Scheme).

3. Identification of classes of Employees entitled to participate in the Scheme:

- a) An Employee as designated by the Company, who is exclusively working in India or outside India; or
- b) A Director of the Company, whether a Whole Time Director or not, including a Non – Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- c) An Employee as defined in sub-articles (a) or (b), of a Group Company including Subsidiary or its Associate Companies, in India or outside India

but does not include;

- a) An Employee who is a Promoter or a person belonging to the Promoter Group; or
- b) A Director who either himself or through his relative or through any body corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

4. Requirement of Vesting and period of Vesting:

- a. There shall be a minimum period of one (1) year between the grant of options and vesting of the option. Provided further that in the event of death or permanent incapacity of a Grantee, the minimum vesting period of one (1) year shall not be applicable and in such instances, the Options shall vest in terms of SEBI (SBEB & SE) Regulations on the date of the death or permanent incapacity.
- b. The Options granted to the employees under this Scheme shall vest with the employees in accordance with the following vesting schedule and they shall continue to remain vested with the employees or his beneficiary, as the case may be, until the Options are exercised or until they lapse/expire or until they are cancelled or cease to exist in terms of the Scheme or as decided by the Nomination & Remuneration Committee.

Time Period	% of Options to be vested
At the end of 1 st year from the grant date	10% of the Options Granted
At the end of 2 nd year from the grant date	20% of the Options Granted
At the end of 3 rd year from the grant date	30% of the Options Granted
At the end of 4 th year from the grant date	40% of the Options Granted

- c. The Vesting would be subject to the continued employment of the Grantee and may further be linked with the certain performance and other criteria's, as determined by the Committee and mentioned in the Grant Letter, time to time.

5. Maximum period within which the Options shall be vested:

Maximum period within which the Options shall be vested is Four (4) years from the Date of Grant.

6. Exercise Price or Pricing Formula:

Under this Scheme, the Exercise Price of the Shares will be based upon the Market Price, along with a maximum discount of 10%.

The Committee has the power to provide a suitable discount subject to the limit of 10% However, in any case, the exercise price shall not go below the par value of Share of the Company.

Further, Committee has the power to re-price the Grants in future if the Grant made under the Scheme is rendered unattractive due to the fall in the price of Shares, after complying the conditions as mentioned in the SEBI (SBEB & SE) Regulations.

“Market price” means the latest available closing price on a recognized stock exchange on which the Shares of the Company are listed on the date immediately prior to the relevant date (the date of the meeting/approval of the Nomination & Remuneration Committee on which the Grant is made).

Explanation – As the Shares of the Company are listed on more than one recognized stock exchange, then the closing price on the recognized stock exchange having higher trading volume shall be considered as the market price.

7. Exercise period and process of Exercise:

After Vesting, Options can be exercised within a maximum period of five (5) years from the date of respective vesting, either wholly or in part, through Cash Mechanism after submitting the Exercise application along with payment of the Exercise Price, applicable taxes and other charges, if any

The mode and manner of the Exercise shall be communicated to the Grantees individually.

8. Appraisal process for determining the eligibility of the Employees to the scheme:

The Board of Directors may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the grant of Options under the Scheme, the number of Options to be granted and the terms and conditions thereof.

- Longevity of Service: It will be determined on the basis of tenure of employment of an Employee in the Company / Group Company (ies) / Subsidiary Company (ies) / Associate Company (ies).
- Performance of Employee: Employee's performance during the financial year in the Company / Group Company (ies) / Subsidiary Company (ies) / Associate Company (ies) on the basis of decided parameters.
- Performance of Company: Performance of the Company as per the standards to be set by the Board of Directors from time to time.
- Any other criteria as decided by the Nomination & Remuneration Committee in consultation with the Board of Directors from time to time.

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

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed Fourteen Lakh (14,00,000) Options which shall be convertible into equal number of Shares.

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of Grant. The Board of Directors may decide to Grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

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

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through Trust Route wherein the Trust may acquire the Shares from the following sources:

- a) Fresh allotment from the Company and / or
- b) Secondary acquisition from the market

Subject to Applicable Laws and the framework laid down by the Board of Directors, the Scheme shall be administered by the Nomination & Remuneration Committee which shall delegate the administrative powers to the Trust, as per the Applicable Laws, for proper administration of the Scheme.

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

The Scheme involves both Fresh allotment from the Company and / or Secondary acquisition from the market.

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

The amount of interest free loan to be provided for implementation of the Scheme by the Company to the Trust shall not exceed the maximum limit prescribed under Applicable Laws, from time to time, presently not exceeding 5% of the paid-up capital and free reserves as provided in Companies Act, 2013. The tenure of such loan shall be the point where the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the Trust as mentioned in the trust deed including the implementation of the Scheme wherein it will purchase the Shares of the Company either through secondary acquisition and/or fresh allotment from the Company. The Trust shall repay the loan to the Company by utilising the proceeds realised from Exercise of Options by the Grantees and the accruals of the Trust during the tenure of the Scheme or termination of the Scheme.

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

The Trust shall acquire the Shares subject to the limits as prescribed under SEBI (SBEB & SE) Regulations, from time to time.

The total number of Shares under Secondary Acquisition held by the Trust in pursuance to the Scheme or any other share based Employee benefit plan implemented in the past, shall at no time, exceed 5% of the Paid-up Equity Capital of the Company as at the end of the financial year immediately prior to the year in which the Shareholder approval is obtained for such Secondary Acquisition in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, as amended from time to time.

The secondary acquisition by the Trust in any financial year shall not exceed 2% of the paid-up Equity capital as at the end of the respective previous financial year as prescribed under the provisions of the SEBI (SBEB & SE) Regulations, as amended from time to time.

15. Disclosure and accounting policies:

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

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations or as may be prescribed by regulatory authorities from time to time.

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

The Company shall comply with the requirements of IND – AS 102 and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

17. Statement with regard to Disclosure in Director's Report:

As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.

18. Period of lock-in:

The Shares transferred to the Employees pursuant to the exercise of an Option will not be subject to any lock-in period. However, the transaction on the shares arising pursuant to exercise of option under an Employee Stock Option Plan would be subject to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading of the Company.

19. Terms & conditions for buyback, if any, of specified securities:

The Board of Directors will determine the procedure for buyback of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the Applicable Laws.

In terms of Section 62 of the Companies Act, 2013 and Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Shareholders is sought by way of Special Resolution for the approval of the Newgen Software Technologies Limited Employees Stock Option Scheme – 2022 and other matters connected therewith.

The Board of Directors of the Company recommend the Special resolutions as set out at item nos. 7, 8 and 9 for approval by members.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel to the extent of their shareholding interest, if any, in the Company are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme.

The disclosures as per Rule 16 of Companies (Share Capital and Debentures) Rules, 2014, are as under:

Newgen Software Technologies Limited Employees Stock Option Scheme – 2022 and other documents referred to in the aforesaid resolutions are available for inspection at the Registered office of the Company.

Item No. 10

In order to execute Newgen Software Technologies Limited Employees Stock Option Scheme – 2022 through Trust Route, the Company needs to make provision of funds to the Trust so as to enable it to purchase the Shares of the Company.

In terms of the provisions of Section 67 of the Companies Act, 2013, read with Rule 16 of Companies (Share Capital and Debentures) Rules, 2014, the provision by a Company of money in accordance with any scheme approved by Company through special resolution, for the purchase of, or subscription for, fully paid-up shares in the Company, if the purchase of, or the subscription for, the equity shares held by trustees for the benefit of the employees;

Therefore, the Board recommends the Special Resolution set out in **Item No. 10** approval by the members.

<p>1. The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares.</p>	<p>a) An Employee as designated by the Company, who is exclusively working in India or outside India; or</p> <p>b) A Director of the Company, whether a Whole Time Director or not, including a Non – Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or</p> <p>c) An Employee as defined in sub-articles (a) or (b), of a Group Company including Subsidiary or its Associate Companies, in India or outside India, but does not include;</p> <p>a. An Employee who is a Promoter or a person belonging to the Promoter Group; or</p> <p>b. A Director who either himself or through his relative or through anybody corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company</p>
<p>2. The particulars of the Trustee or Employees in whose favor such Shares are to be registered.</p>	<p>Name of the Trust: Newgen ESOP Trust</p> <p>Name of the Trustees:</p> <p>1) Amarendra Kishore Sharan</p> <p>2) Arvind Kaul</p>
<p>3. Particulars of Trust.</p>	<p>Name of the Trust: Newgen ESOP Trust</p> <p>Address of the Trust: E44/13, Okhla Phase - II, New Delhi - 110020</p>
<p>4. Name, Address, Occupation and Nationality of Trustees.</p>	<p>1. Name:Amarendra Kishore Sharan Address: D1B/6B, Janakpuri, New Delhi- 110058 Occupation: Service Nationality:Indian</p> <p>2. Name:Arvind Kaul Address:A-571, Indira Nagar, Lucknow (U.P)-226016 Occupation:Self Employed Nationality:Indian</p>
<p>5. Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any.</p>	<p>None</p>
<p>6. Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect hereof.</p>	<p>The Key Managerial personnel and Directors are interested in the Newgen Software Technologies Limited Employees Stock Option Scheme – 2022 ("Scheme") only to the extent, to the Options that may be granted to them, if any, under the Scheme.</p>
<p>7. The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme</p>	<p>The Employees will be entitled to exercise the options granted to them at the exercise price during the exercise period pursuant to Scheme.</p>
<p>8. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised</p>	<p>The Trust would be considered as the registered Shareholder of the Company till the date of transfer of Shares to the Employees.</p> <p>However, the Trustees will not have any right to vote on the Equity Shares held by the Trust.</p> <p>Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.</p>

In terms of the Companies Act, 2013, read with Rule 16 of Chapter IV of the Companies Act, 2013, the approval of the members is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfil the requirements of Newgen Software Technologies Limited Employees Stock Option Scheme – 2022.

Therefore, your directors recommend the Resolutions as set out at item no. 10 for your approval by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options that may be granted under the said Scheme.

Item No. 11

The Company established the Newgen ESOP Scheme in 2014 with a view to attracting, retaining, incentivizing, and motivating employees of the Company by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability. The Scheme was originally approved vide shareholder’ resolutions in due compliance with the provisions of the then

applicable laws and rules framed thereunder. The Scheme was further amended by the Board of Directors of the Company with the recommendation of the Nomination & Remuneration Committee, on 25th October 2021 to meet the requirement of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

With the recommendation of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on 3rd May 2022 decided to extend the benefits under Newgen ESOP Scheme 2014 to the contractual employees provided they are designated as employees by the Company and are exclusively working with such Company or its group Company including a subsidiary or its associate Company.

In terms of Section 62 of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 and given the details of amendments, rationale thereof, and beneficiaries of such variation as per Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Members is sought by way of Special Resolution for the approval of the following variation to terms of the Newgen ESOP Scheme 2014:

S.NO.	Existing Clause	Amended Clause
1.	<p>a) a permanent employee of the Company who has been working in India or outside India;</p> <p>b) a director of the Company, whether a whole-time director or not but excluding an independent director or;</p> <p>c) an employee as defined in above clause (a) or (b) of a subsidiary, in India or outside India but does not includes-</p> <p>(i) An employee who is a promoter or a person belonging to the promoter group;</p> <p>(ii) A director, who either by himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (Ten percent) of the outstanding equity shares of the Company.</p>	<p>a) An employee as designated by the Company, who is exclusively working in India or outside India; or</p> <p>b) A director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or</p> <p>c) An employee as defined in sub-clauses (a) or (b), of a subsidiary, in India or outside India, but does not include-</p> <p>(i) An employee who is a promoter or a person belonging to the promoter group;</p> <p>(ii) A director, who either by himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.</p> <p>Note: pursuant to the new definition, a new class of employees i.e., contractual employees is being made eligible for grant of options under the scheme, provided they are designated as employees by the Company and are exclusively working with the Company or any of its group Company.</p>

The rationale for the variation of the ESOP Scheme 2014:

- a) The amendments, including those mentioned above, are proposed to be undertaken in order to comply with the SEBI SBEB & SE Regulations on the listing of the Company and make corresponding changes in the Scheme.
- b) pursuant to the new definition, a new class of employees i.e. contractual employees is being made eligible for grant of options under the scheme, provided they are designated as employees by the Company.
- c) The proposed amendments are not detrimental to the interests of the current option grantees of the Company.

Details of the employees who are beneficiaries of such variation:

All eligible employees to whom the options have been granted or to be granted under the ESOP Scheme 2014.

The Board recommends the resolutions set out at **Item No 11** of this Notice to the Members for their consideration and approval by way of Special Resolution. The amended ESOP Scheme 2014 shall be applicable from the date of passing of this resolution.

Key Managerial Personnel of the Company is interested in this resolution on account of being the option holder under the Newgen ESOP Scheme 2014.

Item No. 12

The Company established the Newgen RSU Scheme in 2021 with a view to attracting, retaining, incentivizing, and motivating employees of the Company by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability. The Scheme was originally approved vide shareholder resolutions in due compliance with the provisions of the then applicable laws and rules framed thereunder. The Scheme was further amended by the Board of Directors of the Company with the recommendation of the Nomination & Remuneration Committee, on 25th October 2021 to meet the requirement of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

With the recommendation of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on 3rd May

2022 decided to extend the benefits under Newgen RSU Scheme 2021 to the contractual employees provided they are designated as employees by the Company and are exclusively working with such Company or its group Company including a subsidiary or its associate Company.

In terms of Section 62 of the Companies Act, 2013 and provisions of Companies (Share Capital and Debenture) Rules, 2014 and given the details of amendments, rationale thereof, and beneficiaries of such variation as per Regulation 7(4) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Members is sought by way of Special Resolution for the approval of the following variation to terms of the Newgen RSU Scheme 2021:-

S.NO.	Existing Clause	Amended Clause
1.	<p>a) a permanent employee of the Company who has been working in India or outside India;</p> <p>b) a director of the Company, whether a whole-time director or not but excluding an independent director or;</p> <p>c) an employee as defined in above clause (a) or (b) of a subsidiary, in India or outside India but does not include-</p> <p>(i) An employee who is a promoter or a person belonging to the promoter group;</p> <p>(ii) A director, who either by himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% (Ten percent) of the outstanding equity shares of the Company.</p>	<p>a) An employee as designated by the Company, who is exclusively working in India or outside India; or</p> <p>b) A director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or</p> <p>c) An employee as defined in sub-clauses (a) or (b), of a subsidiary, in India or outside India, but does not include-</p> <p>(i) An employee who is a promoter or a person belonging to the promoter group;</p> <p>(ii) A director, who either by himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.</p> <p>Note: pursuant to the new definition, a new class of employees i.e., contractual employees is being made eligible for grant of options under the scheme, provided they are designated as employees by the Company and are exclusively working with the Company or any of its group Company.</p>

The rationale for the variation of the Newgen RSU Scheme 2021:

- a) The amendments, including those mentioned above, are proposed to be undertaken in order to comply with the SEBI SBEB & SE Regulations on the listing of the Company and make corresponding changes in the Scheme.
- b) pursuant to the new definition, a new class of employees i.e. contractual employees is being made eligible for grant of RSUs under the scheme, provided they are designated as employees by the Company.
- c) The proposed amendments are not detrimental to the interests of the current option grantees of the Company.

Details of the employees who are beneficiaries of such variation:

All eligible employees to whom the RSUs have been granted or to be granted under the RSUScheme 2021.

The Board recommends the resolutions set out at **Item No 12** of this Notice to the Members for their consideration and approval by way of Special Resolution. The amended Newgen RSU Scheme 2021 Scheme shall be applicable from the date of passing of this resolution.

Key Managerial Personnel of the Company is interested in this resolution on account of being the option holder under the Newgen RSU Scheme 2021.

By order of the Board
For Newgen Software Technologies Ltd

Date: 27.05.2022
Registered Office: A-6, Satsang Vihar
Marg, Qutab Institutional Area, New
Delhi – 110067

Aman Mourya
Company Secretary
FCS: 9975

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 30th ANNUAL GENERAL MEETING

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

Name of Director	Mr. Diwakar Nigam (DIN: 00263222)
Item No.	4
Date of Birth	12 th October 1954
Age	68 years
Nationality	Indian
Qualification	Bachelor's degree in Science from the University of Allahabad; Master's degree in Science (Mathematics) from the Indian Institute of Technology, Delhi and a Master's degree in Technology (Computer Science) from the Indian Institute of Technology, Madras.
Experience (in years)	He was one of the founding members of National Association of Software and Services Company ("NASSCOM"). He was also a member of the anti-piracy task force of NASSCOM. Prior to joining the Company, he promoted a Company, Softek Private Limited and had been associated with the Company for a period of 12 years. He has been on our Board since 1st April 1993 and has more than 40 years of experience in the IT industry.
Terms & Conditions for Appointment/ Re-appointment	No change in his previous terms of re-appointment as whole-time Director, approved by the members.
Details of Remuneration sought to be paid	No change in the remuneration as previously approved by the members during re-appointment as whole-time Director.
Last Remuneration (2021-22)	Rs. 3,70,71,290
Date of first appointment on the Board	1 st April 1993
No. of shares held in the Company as on date of this notice.	1,56,74,732
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mrs. Priyadarshini Nigam, Whole-time Director of the Company.
No. of Board Meetings attended/ held during Financial Year (2021-2022)	Number of Board meeting held: 6 Number of Board meeting attended: 6
Directorship held in other Companies (Only Listed Companies are considered)	Nil
Chairman/ Member of the Committee of the Board of Directors of our Company	1. Stakeholders' Relationship Committee (Member) 2. Risk Management Committee (Member)
Committee position held in other listed companies. (*Only Audit Committee and Stakeholders' Relationship Committee memberships in equity listed companies have been considered)	Nil

Name of Director	Mr. Saurabh Srivastava (DIN: 00380453)
Item No.	5
Date of Birth	04 th March 1946
Age	76 years
Nationality	Indian
Qualification	Bachelor's in science from the Bangalore University and Engineering (Electrical Technology) from the Indian Institute of Science, Bengaluru. Master's degree in Technology (Computer Science) from IIT, Madras. Saurabh is one of India's leading IT entrepreneurs, angel investors and venture capitalists. He has more than 40 years of experience in the field of Information Technology. He is a founder and director of Indian Angel Network and a former chairman of NASSCOM. He has also been honored with Padma Shri by the Government of India. He is an alumnus of the Indian Institute of Technology, Kanpur, and Harvard University, USA.
Terms & Conditions for Appointment/ Re-appointment	Reappointment for the second term of five (5) years from 30 th August 2022 to 29 th August 2027
Details of Remuneration sought to be paid	He will be eligible for a sitting fee, as fixed by the Board of Directors subject to the limit as prescribed under Companies Act, for attending the meetings of the Board and its Committees. He will also be eligible for Commission on net profit of the Company, as may be approved by the Members and to be determined by the Board of Directors in each year within over all ceiling limit as fixed by the Members.
Last Remuneration (2021-22)	Rs. 40,82,032
Date of first appointment on the Board	30 th August 2017
No. of shares held in the Company as on date of this notice.	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
No. of Board Meetings attended/ held during Financial Year (2021-2022)	Number of Board meeting held: 6 Number of Board meeting attended: 6
Directorship held in other Companies (Only Listed Companies are considered)	1. Dr. Lal Pathlabs Limited 2. Info Edge (India) Limited 3. Yes Bank Limited 4. Artemis Medicare Services Limited
Chairman/ Member of the Committee of the Board of Directors of our Company	1. Audit Committee (Member) 2. Nomination & Remuneration Committee (Member)
Committee position held in other listed companies. (*Only Audit Committee and Stakeholders' Relationship Committee memberships in equity listed companies have been considered)	Audit Committee: 1. Info Edge (India) Limited 2. Dr. Lal Pathlabs Limited Stakeholder's Relationship Committee: 1. Dr. Lal Pathlabs Limited

Name of Director	Mr. Subramaniam Ramnath Iyer (DIN: 00524187)
Item No.	6
Date of Birth	27 th January 1958
Age	64 years
Nationality	Indian
Qualification and Nature of expertise in specific functional areas;	He is a qualified Chartered Accountant, Company Secretary and Cost Accountant and holds bachelor's degree in Commerce from Shri Ram College of Commerce University of Delhi. He has more than 37 years of experience in the field of finance reporting, audit, accounting, and corporate law. Subramaniam Ramnath Iyer is a founder partner of Amtrak Consultants LLP specializing in financial and corporate law advisories.
Terms & Conditions for Appointment/ Re-appointment	Reappointment for the second term of five (5) years from 22 nd November 2022 to 21 st November 2027
Details of Remuneration sought to be paid	He will be eligible for a sitting fee, as fixed by the Board of Directors subject to the limit as prescribed under Companies Act, for attending the meetings of the Board and its Committees. He will also be eligible for Commission on net profit of the Company, as may be approved by the Members and to be determined by the Board of Directors in each year within over all ceiling limit as fixed by the Members.
Last Remuneration (2021-22)	Rs. 43,82,032
Date of first appointment on the Board	22 nd November 2017
No. of shares held in the Company as on date of this notice.	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	N.A.
No. of Board Meetings attended/ held during Financial Year (2021-2022)	Number of Board meeting held: 6 Number of Board meeting attended: 6
Directorship held in other Companies (Only Listed Companies are considered)	Nil
Chairman/ Member of the Committee of the Board of Directors of our Company	1. Stakeholders' Relationship Committee (Chairman) 2. Nomination & Remuneration Committee (Chairman) 3. Audit Committee (Member) 4. Risk Management Committee (Member)
Committee position held in other listed companies. (*Only Audit Committee and Stakeholders' Relationship Committee memberships in equity listed companies have been considered)	Nil