



**SECRETARIAL COMPLIANCE REPORT OF NEWGEN SOFTWARE
TECHNOLOGIES LIMITED FOR THE YEAR ENDED 31ST MARCH 2022**

We, Aijaz & Associates, Practicing Company Secretaries, Secretarial Auditors have examined:

- (a) All the documents and records made available to us and explanation provided by Newgen Software Technologies Limited (“the listed entity”),
- (b) The filings/submissions made by the listed entity to the Stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification,

For the year ended **31st March 2022** (“Review Period”) in respect of compliance with the provisions of:

- i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- ii. the Securities Contracts (Regulations) Act, 1956 (“SCRA”), rules made there-under and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable during the period under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the period under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the period under review;**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the period under review;**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (i) And any other regulations as applicable.

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued there-under, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
NONE			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there-under in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued there-under.

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
NONE				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NONE				



AIJAZ & ASSOCIATES
Practicing Company Secretaries

We, further, report that:-

- (a) M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No 001076N/N500013) appointed as Statutory Auditors of the Company during the period under review and
- (b) the Company has complied with the Clause 6A & 6B of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, relating to resignation of Statutory Auditors of the listed entity and its material subsidiary.

Date : 27.04.2022
Place: New Delhi

Signature: 
Name : M Aijaz
FCS No. : 6563
CP. No. : 7040
UDIN : F006563D000223351

