

General information about company

Scrip code	540900
NSE Symbol	NEWGEN
MSEI Symbol	NOTLISTED
ISIN	INE619B01017
Name of the entity	NEWGEN SOFTWARE TECHNOLOGIES LIMITED
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory							Textual Information(1)	
Whether the listed entity has a Regular Chairperson							Yes	
Whether Chairperson is related to MD or CEO							Yes	
Sr	Title (Mr / Ms)	Name of the Director		DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	DIWAKAR NIGAM		00263222	Executive Director	Chairperson related to Promoter	MD	12-10-1954
2	Mr	VARADARAJAN TIRUMALAI SUNDARAJA IYENGAR		00263115	Executive Director	Not Applicable		05-05-1952
3	Mrs	PRIYADARSHINI NIGAM		00267100	Executive Director	Not Applicable		26-03-1957
4	Mr	KAUSHIK DUTTA		03328890	Non-Executive - Independent Director	Not Applicable		01-05-1962
5	Mr	SAURABH SRIVASTAVA		00380453	Non-Executive - Independent Director	Not Applicable		04-03-1946
6	Mr	SUBRAMANIAM RAMNATH IYER		00524187	Non-Executive - Independent Director	Not Applicable		27-01-1958

7	Mrs	PADMAJA KRISHNAN		03155610	Non-Executive - Independent Director	Not Applicable		24-05- 1956
8	Mr	SUDHIR KUMAR SETHI		00058105	Non-Executive - Independent Director	Not Applicable		17-02- 1958

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		01-04-1993	01-06-2024			1	0	1	0			
2	NA		05-06-1992	01-06-2024			1	0	1	0			
3	NA		20-09-1997	01-06-2024			1	0	0	0			
4	NA		09-07-2014	09-07-2019	08-07-2024	120	3	3	3	2	Tenure Completion		
5	Yes	23-06-2022	30-08-2017	30-08-2022		85.1	1	1	1	0			
6	NA		22-11-2017	22-11-2022		82.9	1	1	2	2			
7	NA		24-03-2020	24-03-2020		54.7	1	1	1	0			
8	NA		30-07-2024	30-07-2024		2.1	1	1	0	0			

Text Block

Textual Information(1)

Mr. Kaushik Dutta has been retired from the board of Company w.e.f. closing hours of 08th July 2024.
His membership and chairmanship in committees reflects the details as on 08th July 2024.

Mr. Sudhir Kumar Sethi was appointed as an Independent Director w.e.f. 30th July 2024.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03328890	KAUSHIK DUTTA	Non-Executive - Independent Director	Chairperson	09-07-2014	08-07-2024	Textual Information(1)
2	00380453	SAURABH SRIVASTAVA	Non-Executive - Independent Director	Member	18-09-2017		
3	00524187	SUBRAMANIAM RAMNATH IYER	Non-Executive - Independent Director	Chairperson	21-11-2017		Textual Information(2)
4	03155610	PADMAJA KRISHNAN	Non-Executive - Independent Director	Member	09-07-2024		Textual Information(3)

Sr Text Block

Textual Information(1)	Mr. Kaushik Dutta retired from board of the Company effective from closing hours of 08th July 2024. Consequently, he ceased to be Chairperson of the Audit Committee effective from closing hours of 08th July 2024.
Textual Information(2)	On 4th July 2024, the Company reconstituted the Composition of Audit Committee. Mr. Subramaniam Ramnath Iyer was designated as Chairperson the Audit Committee effective from 09th July 2024.
Textual Information(3)	On 4th July 2024, the Company reconstituted the Composition of Audit Committee. Ms. Padmaja Krishnan was appointed as Member of the Audit Committee effective from 09th July 2024.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00524187	SUBRAMANIAM RAMNATH IYER	Non-Executive - Independent Director	Chairperson	22-11-2017		
2	03328890	KAUSHIK DUTTA	Non-Executive - Independent Director	Member	09-07-2014	08-07-2024	Textual Information(1)
3	00380453	SAURABH SRIVASTAVA	Non-Executive - Independent Director	Member	18-09-2017		
4	03155610	PADMAJA KRISHNAN	Non-Executive - Independent Director	Member	09-07-2024		Textual Information(2)

Sr Text Block

Textual Information(1)

Mr. Kaushik Dutta retired from board of the Company effective from closing hours of 08th July 2024. Consequently, he ceased to be member of the Nomination and Remuneration Committee effective from closing hours of 08th July 2024.

Textual Information(2)

On 4th July 2024, the Company reconstituted the Composition of Nomination & Remuneration Committee. Ms. Padmaja Krishnan was appointed as Member of the Nomination & Remuneration Committee effective from 09th July 2024.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00524187	SUBRAMANIAM RAMNATH IYER	Non-Executive - Independent Director	Chairperson	22-11-2017		
2	00263222	DIWAKAR NIGAM	Executive Director	Member	14-06-2017		
3	00263115	VARADARAJAN TIRUMALAI SUNDARAJA IYENGAR	Executive Director	Member	14-06-2017		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03155610	PADMAJA KRISHNAN	Non-Executive - Independent Director	Chairperson	25-05-2021		
2	00263222	DIWAKAR NIGAM	Executive Director	Member	25-05-2021		
3	03328890	KAUSHIK DUTTA	Non-Executive - Independent Director	Member	25-05-2021	08-07-2024	Textual Information(1)
4	00524187	SUBRAMANIAM RAMNATH IYER	Non-Executive - Independent Director	Member	25-05-2021		
5	99999999	VIRENDER JEET	CHIEF EXECUTIVE OFFICER	Member	25-05-2021		Textual Information(2)
6	99999999	SURENDER JEET RAJ	EVP GLOBAL BUSINESS STRATEGY AND HR	Member	25-05-2021		Textual Information(3)

Sr Text Block

Textual Information(1)	Mr. Kaushik Dutta retired from board of the Company effective from closing hours of 08th July 2024. Consequently, he ceased to be member of the Risk Management Committee effective from closing hours of 08th July 2024.
Textual Information(2)	Mr Virender Jeet, being a KMP in the Company does not have DIN.
Textual Information(3)	Mr. Surender Jeet Raj, being a KMP in the Company does not have DIN.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00267100	PRIYADARSHINI NIGAM	Executive Director	Chairperson	12-06-2014		
2	00263115	VARADARAJAN TIRUMALAI SUNDARAJA IYENGAR	Executive Director	Member	12-06-2014		
3	03328890	KAUSHIK DUTTA	Non-Executive - Independent Director	Member	09-07-2014	08-07-2024	Textual Information(1)
4	03155610	PADMAJA KRISHNAN	Non-Executive - Independent Director	Member	09-07-2024		Textual Information(2)

Sr Text Block

Textual Information(1)

Mr. Kaushik Dutta retired from board of the Company effective from closing hours of 08th July 2024. Consequently, he ceased to be member of the Corporate Social Responsibility Committee effective from closing hours of 08th July 2024.

Textual Information(2)

On 4th July 2024, the Company reconstituted the Composition of Corporate Social Responsibility Committee. Ms. Padmaja Krishnan was appointed as Member of the Corporate Social Responsibility Committee effective from 09th July 2024.

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00263115	VARADARAJAN TIRUMALAI SUNDARAJA IYENGAR	Finance & Operations Committee	Executive Director	Chairperson	
2	00263222	DIWAKAR NIGAM	Finance & Operations Committee	Executive Director	Member	
3	00267100	PRIYADARSHINI NIGAM	Finance & Operations Committee	Executive Director	Member	

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	30-04-2024				Yes	7	7	4
2	24-05-2024		23		Yes	7	6	4
3		18-07-2024	54		Yes	6	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	29-04-2024				Yes	3	3	3	0
2	Audit Committee	18-07-2024	79			Yes	3	3	3	0
3	Nomination and remuneration committee	29-04-2024				Yes	3	2	2	0
4	Nomination and remuneration committee	18-07-2024	79			Yes	3	3	3	0
5	Stakeholders Relationship Committee	29-04-2024				Yes	3	2	1	0
6	Corporate Social Responsibility Committee	29-04-2024				Yes	3	3	1	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Aman Mourya
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

Annexure III

1	Name of signatory	Aman Mourya
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure

Applicability of disclosure

Not Applicable

Reason for Non Applicability

Textual Information(1)

Text Block

Textual Information(1)

Not Applicable

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Aman Mourya
Designation of person	Company Secretary and Compliance Officer
Place	New Delhi
Date	14-10-2024

