



NEWGEN SOFTWARE TECHNOLOGIES LIMITED

(CIN: L72200DL1992PLC049074)

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

Tel.: (+91)-11-40770100, 2696 3571, 2696 4733, Fax: (+91)-11-2685 6936

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

NOTICE OF 27th ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting ("AGM") of Newgen Software Technologies Limited ('the Company') will be held on Wednesday, the 7th day of August 2019, at 11.00 AM at NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, Hauz Khas, New Delhi - 110016 to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated Financial Statements of the Company for the Financial Year ended 31st March 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To declare a Dividend of Rs. 3/- per Equity Share having Face value of Rs. 10/- each of the Company for the Financial Year ended 31st March 2019.
3. To appoint a Director in place of Mr. Diwakar Nigam (DIN: 00263222), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Approval of charges for service of documents on the members

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

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post or by speed post or by courier services or by electronic mode, or by any other modes as may be prescribed, the consent of the members be and is hereby accorded to charge from the member(s) such charges in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by such member for delivery of such documents to him/her, through a particular mode of service mentioned above provided that such request along with requisite fee has been duly received by the Company at least 7 working days in advance of the dispatch of documents by the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or

any of its powers herein conferred to any Committee of the Board of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

5. Payment of Commission to Non-Executive Directors

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

"RESOLVED THAT, pursuant to the provisions of Section 197 and any other applicable provisions, if any of the Companies Act, 2013 (the "Act"), its rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force, the approval of the Members be and is hereby accorded to pay such remuneration by way of commission to the Non-Executive Directors (including Independent Directors) of the Company subject to ceiling of 1% (one percent) per annum of the net profits of the Company, in aggregate, (in addition to the sitting fees and other reimbursement of expenses for attending the Board, Committee and other meetings) calculated in accordance with the provisions of Section 198 and other provisions, if any, of the Act, for a period of five years from the financial year ending 31st March 2020 onwards, with the authority to the Board to determine the manner and the proportion in which the amount be distributed amongst the Non-Executive Directors (including Independent Directors) from time to time, within the aforesaid ceiling limit.

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

6. Re-appointment of Mr. Diwakar Nigam as the Chairman & Managing Director of the Company for a period of five (5) years

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, its rules made thereunder read with Schedule V of the Companies

Act 2013, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Diwakar Nigam (DIN: 00263222) be and is hereby re-appointed as the Chairman & Managing Director of the Company for a period of five (5) years with effect from 1st June 2019 to 31st May, 2024 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee.

Salary, Perquisites and Allowances, Commission on net profits

Basic Salary	INR 2,09,06,500/- Per Annum
Perquisites and Allowances	INR 6,00,000/- Per Annum

The perquisites and allowances, as aforesaid, shall include medical assistance/ insurance, and Club membership fee for self and spouse. The said perquisites and allowances shall be valued, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder; in the absence of any such provision, rules, perquisites and allowances shall be valued at actual cost.

Reimbursement of Expenses:

The given limit of perquisite shall not apply to those components which he is entitled as per the Company's Policy(s) in force from time to time and are reimbursable at actuals including but not limited to expenses incurred for travelling, boarding, lodging and other incidental expenses during business trips and provision of car(s) for use on Company's business and communication expenses thereof. Mr. Nigam shall also be entitled for telephone/ mobile, internet facilities including at home, provision for use of chauffeur driven car(s)/ leased car(s) and all the expenses for maintenance and running of such car(s).

Commission on profits:

In addition to the above salary and perquisites payable, Mr. Diwakar Nigam will also be eligible for Commission on Net Profits of the Company as computed in the manner as specified under Section 198 of the Companies Act, 2013, as may be decided by the Board of Directors on the recommendation of the Nomination & Remuneration Committee for each financial year, subject to the overall ceiling stipulated in Section 197 read with Schedule V of the Companies Act, 2013.

Sitting Fee:

No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors and Committees thereof.

Annual Increments:

After three years of appointment i.e with effect from 1st June 2022, Mr. Diwakar Nigam shall also be eligible for annual increment subject to the limit of increment upto 10% in a year over the existing Basic salary, perquisite and allowances subject to the overall ceiling stipulated in Section 197 read with Schedule V of the Companies Act, 2013.

Provided that the Board of Directors shall approve such increment within the aforesaid prescribed limit with the recommendation of the Nomination & Remuneration Committee on the basis of performance evaluation of Mr. Diwakar Nigam.

RESOLVED FURTHER THAT Diwakar Nigam's office as the Chairman & Managing Director shall not suffer any break if he retires as a Director under Section 152(6) of the Companies Act, 2013 and is re-elected as a Director in the same meeting.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Diwakar Nigam as the Chairman & Managing Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee of the Board be and are hereby severally authorized to take such steps as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

7. Re-appointment of Mrs. Priyadarshini Nigam as Whole-time Director of the Company for a period of five (5) years

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, its rules made thereunder read with Schedule V of the Companies Act 2013, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Priyadarshini Nigam (DIN: 00267100) be and is hereby re-appointed as Whole-time Director for a period of five (5) years with effect from 1st June 2019 to 31st May, 2024 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee.

Basic Salary	INR 48,52,800/- Per Annum
--------------	---------------------------

Mrs. Priyadarshini Nigam shall also be entitled for telephone/ mobile, internet facilities including at home, provision for use of chauffer driven car(s)/ Leased Car(s) and all the expenses for maintenance and running of such car(s). She is also entitled for all the component as per Company's Policy(s) in force from time to time and are reimbursable at actuals including but not limited to expenses incurred for travelling, boarding, lodging and other incidental expenses during business trips and provision of car(s) for use on Company's business and communication expenses thereof.

Commission on profits:

In addition to the above salary, Mrs. Priyadarshini Nigam will also be eligible for commission on Net Profits of the Company as computed in the manner as specified under Section 198 of the Companies Act, 2013, as may be decided by the Board of Directors on the recommendation of the Nomination & Remuneration Committee for each financial year, subject to the overall ceiling stipulated in Section 197 read with Schedule V of the Companies Act, 2013.

Sitting Fee:

No sitting fees shall be paid to the Whole-time Director for attending the meetings of the Board of Directors and Committees thereof.

Annual Increments:

After three years of appointment i.e with effect from 1st June 2022, Mrs. Priyadarshini Nigam shall also be eligible for annual increment subject to the limit of increment upto 10% in a year over the existing Basic salary subject to the overall ceiling stipulated in Section 197 read with Schedule V of the Companies Act, 2013.

Provided that the Board of Directors shall approve such increment within the aforesaid prescribed limit with the recommendation of the Nomination & Remuneration Committee on the basis of performance evaluation of the Whole-time Director.

RESOLVED FURTHER THAT Whole-time Director's office as Whole-time Director shall not suffer any break if she retires as a Director under Section 152(6) of the Companies Act, 2013 and is re-elected as a Director in the same meeting.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mrs. Priyadarshini Nigam as Whole-time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee of the Board be and are hereby severally authorized to take such steps as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

8. Re-appointment of Mr. T. S. Varadarajan as Whole-time Director of the Company for a period 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, its rules made thereunder read with Schedule V of the Companies Act 2013, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. T.S. Varadarajan (DIN: 00263115) be and is hereby re-appointed as Whole-time Director for a period of five (5) years with effect from 1st June 2019 to 31st May, 2024 on the terms and conditions of appointment and remuneration as contained in the agreement, material terms of which are set out hereunder and which have been approved by the Board of Directors of the Company on the recommendation of the Nomination & Remuneration Committee.

Salary, Perquisites and Allowances, Commission on net profits

Basic Salary	INR 98,74,900/- Per Annum
Perquisites and Allowances	INR 6,00,000/- Per Annum

The perquisites and allowances, as aforesaid, shall include medical assistance/ insurance, and Club membership for self and spouse. The said perquisites and allowances shall be valued, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder, in the absence of any such rules, perquisites and allowances shall be valued at actual cost.

Reimbursement of Expenses:

The given limit of perquisite shall not apply to those components which he is entitled as per Company's Policy(s) in force from time to time and are reimbursable at actuals including but not limited to expenses incurred for travelling, boarding, lodging and other incidental expenses during business trips and provision of car(s) for use on Company's business and communication expenses thereof. Mr. Varadarajan shall also be entitled for telephone/ mobile, internet facilities including at home, provision for use of chauffer driven car(s)/ Leased Car(s) and all the expenses for maintenance and running of such car(s).

Commission on profits:

In addition to the above salary and perquisites payable, Mr. T. S. Varadarajan will also be eligible for commission on Net Profits of the Company as computed in the manner as specified under Section 198 of the Companies Act, 2013, as may be decided by the Board of Directors on the recommendation of Nomination

& Remuneration Committee for each financial year, subject to the overall ceiling stipulated in Section 197 read with Schedule V of the Companies Act, 2013.

Sitting Fee:

No sitting fees shall be paid to the Whole-time Director for attending the meetings of the Board of Directors and Committees thereof.

Annual Increments:

After three years of appointment i.e with effect from 1st June 2022, Mr. T. S. Varadarajan shall also be eligible for annual increment subject to the limit of increment upto 10% in a year over the existing Basic salary, perquisite and allowances subject to the overall ceiling stipulated in Section 197 read with Schedule V of the Companies Act, 2013.

Provided that the Board of Directors shall approve such increment within the aforesaid prescribed limit with the recommendation of the Nomination & Remuneration Committee on the basis of performance evaluation of the Whole-time Director.

RESOLVED FURTHER THAT Whole-time Director's office as Whole-time Director shall not suffer any break if he retires as a Director under Section 152(6) of the Companies Act, 2013 and is re-elected as a Director in the same meeting.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. T.S. Varadarajan as Whole-time Director may be paid remuneration by way of salary, perquisites and other allowances not exceeding the prescribed ceiling limit under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT, since, Mr. T. S. Varadarajan shall be attaining the age of 70 (seventy) years on 5th May 2022 during the term of this re-appointment, the approval of the members, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013, be and is hereby accorded for the continuation of holding office by Mr. T. S. Varadaraajan as Whole-time Director of the Company even after attaining the age of 70 (seventy) years during his tenure, on such approved terms of the re-appointment.

RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee of the Board be and are hereby severally authorized to take such steps as may be necessary or expedient in their entire discretion, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

By order of the Board
For Newgen Software Technologies Ltd

Sd/-

Aman Mourya
Company Secretary
M.No.:- FCS 9975

Date: 25th June, 2019
Place: New Delhi

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the Special business to be transacted at the AGM, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANY OTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Members are requested to take note that pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company casting voting rights. The instrument appointing the Proxy, duly completed and signed, should reach the Registered Office of the Company, not less than 48 (forty eight) hours before the commencement of the AGM. Proxies submitted on behalf of the bodies corporate, societies etc. must be supported by an appropriate resolution/authority, as applicable. The attendance slips and a proxy form with clear instructions for filing, stamping, signing and/or depositing the proxy form are enclosed.

Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company or Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Limited), Company's Registrar and Share Transfer Agent ('Registrar'), in advance, a duly certified copy of the relevant board resolution/letter of authority/power of attorney, together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

3. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 3rd August, 2019 to Wednesday, 7th August, 2019 (both days inclusive) for determining the names of members eligible for dividend on Equity shares, if declared at the AGM of the Company.
4. The Final Dividend of Rs. 3/- per equity share, i.e.@ 30% on the paid-up equity share capital, for the year ended 31st March 2019, as recommended by the Board of Directors, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to the members whose names appear:
 - 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 2nd August, 2019; and
 - b) to all Members in respect of shares held in physical form, after giving effect to all the valid

transfers in respect of transfer, if allowed under the applicable law & regulations, requests lodged with the Company/Registrar and Transfer Agent as of the close of business hours on 2nd August 2019.

5. 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 Registrars 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. 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 Registrar of the company.
6. 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.
7. Route map and details of prominent land mark of the venue of meeting is annexed with this Notice.
8. 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.karvy.com> and clicking on 'Investors' section for query registration through free identity registration process. Members may also write at einward.ris@karvy.com and investors@newgensoft.com, clearly mentioning their DP ID/ Client ID.
9. In terms of Section 152 of the Companies Act 2013, Mr. Diwakar Nigam, 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 recommend his re-appointment.
10. Details of Directors seeking appointment/re-appointment in the AGM pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are attached with this Notice of AGM as "Annexure-1".
11. The tenure of the Statutory Auditors of the Company B S R & Associates, LLP, Chartered Accountants, having Firm Registration number 116231W/W-100024 is upto five years with effect from conclusion of 24th AGM held on 22nd August 2016 till the conclusion of 29th AGM. With the applicability of the Companies (Amendment) Act 2017, the requirement of ratification of the appointment as aforesaid has been omitted with effect from 7th May 2018. Therefore, ratification of the members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors of the Company.
12. The Auditor's Certificate certifying that the ESOP Scheme of the Company is being implemented in accordance with the Regulation 13 of SEBI (Share Based Employee Benefit) Regulations, 2014 and Newgen Employees Stock Option Scheme - 2014 of the Company are being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution(s) of the members of the Company, will be placed before the Shareholders at the AGM.
13. Members desiring any information/clarification on the financial statements or any of the resolution as detailed in the Notice are requested to write to the Company at least seven days in advance to enable the management to keep information ready at the AGM.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, will be available for inspection at the AGM.
15. In respect of the physical shareholding, in order to prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar of any change in their address, telephone number, e-mail id, nominees or joint holders, bank details for the payment of dividend, as the case may be.
16. The Securities and Exchange Board of India (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 Registrar of the Company.
17. 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 Registrar 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 Depository Participant and holdings should be verified from time to time.

18. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form. Members can write to the Company's Registrar in this regard.
19. Notice of the AGM, Annual Report 2018-19, proxy forms and attendance slip are being sent via electronic mode to the members whose email addresses are registered with the Company/ Registrar or the Depository Participants, unless the members have registered their requests for the hard copy. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at investors@newgensoft.com or may write to the Company at A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi- 110067, for the attention of Mr. Aman Mourya, Company Secretary of the Company.
20. Physical copy of the AGM Notice along with proxy forms and attendance slip and a Hard copy of Statement containing the salient features of all the documents, as prescribed in Section 136 of Companies Act, 2013 and rules made thereunder are sent to those Shareholders who have not registered their email addresses with the Company/ Registrar or Depository Participants.
21. Members who have received the Notice, Annual Report and attendance slip in electronic mode are requested to print the attendance slip and submit a duly filled in attendance slip at the registration counter at the AGM.
22. Members of the Company who have registered their email addresses are also entitled to receive such communication in physical form upon making a request for the same, by any permissible mode, free of cost. For any communication, the members may also send requests to the Company at investors@newgensoft.com.
23. Members may also note that the Notice of the 27th AGM along with the proxy form & attendance slip and the Annual Report for 2018-19 are also available on the Company's website <https://newgensoft.com>
24. The Annual Report along with the Notice of AGM is being sent to the members, whose names appear in the register of members/depositories as at closing hours of business on 5th July 2019
25. Inspection: All documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be open for inspection without any fee at the Registered Office of the Company on all working days (except Saturdays & Sundays and public holidays) from 09:30 a.m. to 05:00 p.m. A member can inspect the proxies lodged at any time during the business hours of the Company from the period beginning from 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the said meeting, provided he has given to the Company, a Notice in writing, of his intention to inspect not less than three days before the commencement of the said meeting.
26. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the members holding shares in physical form may nominate, in the prescribed Form SH-13, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Members holding shares in demat form may contact their respective DP for availing this facility.
27. In case of joint holders attending the meeting, the Members whose name appears as the first holders in the order of names as per the register of Members of the Company will be entitled to vote. Guidelines for attending and voting at 27th AGM are as follows:

27.1 Entry to the auditorium/hall

- a) Entry to the auditorium/hall will be strictly against entry card available at the counters at the venue of the meeting and against the exchange of duly filled in, signed and valid attendance slip.
- b) Members are requested to bring their copy of the Annual Report to the meeting.

27.2 Cut-off Date:

- a) The Company has fixed 2nd August, 2019 as the "Cut- off Date" for remote e-voting.
- b) The remote e-voting/voting rights of the Shareholders/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. 2nd August, 2019 only.
- c) A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.

27.3 Voting through electronic means/Remote e-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through Karvy Fintech Private Limited, formerly known as Karvy Computershare Private Limited, (Karvy), for all the members of the Company to enable them to cast their votes electronically, on the Resolutions mentioned in the Notice of the 27th AGM of the Company.

- a) The remote e-voting period begins on Sunday, 4th August 2019 at 9:00 a.m. (IST) and ends on Tuesday, 6th August, 2019 at 5:00 p.m. (IST). During this period Shareholders of the Company, as on the Cut-Off Date i.e. 2nd August, 2019, may cast their votes electronically. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. 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 and voting through polling paper will not be considered.
- b) The remote e-voting module shall be disabled by Karvy for voting after 5:00 p.m (IST) on Tuesday, 6th August, 2019.
- c) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

27.4 The details of the process and manner for remote e-voting are explained herein below:

- i. Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM or mentioned on the attendance sheet accompanying the Notice of AGM in case email id is not registered and physical copy of the Annual Report is being received by you. The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date). Your Folio No./DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for remote e-voting, you shall use your existing User ID and password for casting your vote.
- iii. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut- off date i.e. 2nd August, 2019, may obtain the User id and password in the manner as mentioned below:

- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> Event number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL : MYEPWD <SPACE> IN12345612345678

Example for CDSL : MYEPWD <SPACE> 1402345612345678

Example for Physical : MYEPWD <SPACE> XXXX1234567

- b) If e-mail id or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Members may call Karvy’s toll free number 1-800-3454-001.
- d) Members may send an e-mail request to evoting@karvy.com

If the member is already registered with Karvy for remote e-voting, he can use his existing User ID and password for casting the vote without any need for obtaining any new User ID and password.

- iv. After entering these details appropriately, click on “LOGIN”.
- v. You will now reach at the password changing 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 (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 will also be required to enter a secret question and answer of your choice to enable you 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.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the Event Number for *NEWGEN SOFTWARE TECHNOLOGIES LIMITED*.
- viii. On the voting page you will see the Resolution Description and the Options “FOR/AGAINST/ABSTAIN” for voting. 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 in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option “ABSTAIN” in case you do not want to cast vote.

- ix. You may then cast your vote by selecting an appropriate option and click on "Submit".
- x. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, 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).
- xi. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
28. 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., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: investors@newgensoft.com with a copy to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
29. In case of any query pertaining to e-voting, please contact Karvy's toll free no. 1-800-34-54-001 or visit the FAQ's section available at Karvy's website <https://evoting.karvy.com>.
30. In case of any grievances connected to the remote e-voting, please contact Mr. Anandan K, Manager at Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 at email id anandan.k@karvy.com contact no. - 040-67161591 or the Company has designated Mr. Aman Mourya, Company Secretary & Compliance Officer to address the grievances connected with the voting by electronic means, the investors can reach Company official at A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi- 110067, contact no. 011-46533200, Email Id: investors@newgensoft.com.
31. Any person who acquires shares of the Company and becomes member of the Company post-dispatch of Notice along with the Annual Report before the Cut-Off Date may obtain the login ID and password by sending a request at evoting@karvy.com with a copy to investors@newgensoft.com
32. Members are also advised to visit Help & FAQ section available at Karvy's website <https://evoting.karvy.com> for clarity on the e-voting process.
33. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off Date.
34. 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 voting at the AGM through ballot paper.
35. Mr. Sanjay Grover (holding CP No.: 3850), Managing 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 voting and remote e-voting process in a fair and transparent manner.
36. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot papers for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
37. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 (forty eight) hours from the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, invalid votes if any and whether the resolution has been carried or not, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.
38. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company <https://newgensoft.com> and on the website of Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Limited) <https://evoting.karvy.com> immediately after the declaration of Results by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the BSE and National Stock Exchange of India ("NSE").
39. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, application for : (i) Deletion of name of the deceased Shareholder(s) where the shares are held in the name of two or more Shareholders (ii) Transmission of shares to the legal heir(s)/representative(s), where deceased Shareholder 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 Shareholders has to be accompanied with a self-attested copy of their Income Tax PAN Cards along with the other required documents to the RTA irrespective of the value of the transaction. Members are requested to bear in mind the aforesaid requirements while communicating with the Company or RTA for any of the purposes stated above.

By order of the Board

For Newgen Software Technologies Ltd

Sd/-

Aman Mourya

Company Secretary

M.No.:- FCS 9975

Date: 25th June, 2019

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the business mentioned at Item Nos. 4 to 8 of the accompanying Notice of 27th AGM of the Company.

Item No. 4

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post or by speed post or by courier service or by electronic mode, or any other modes as may be prescribed. Further, it is provided a member may request the delivery of any document through a particular mode by paying such fees as may be determined by the members in the Annual General Meeting. It is proposed to charge the members actual expenses likely to be incurred by the Company for dispatch of the documents through a particular mode requested by the member concerned.

Accordingly, the Board recommends the passing of the Ordinary Resolution stated at Item No. 4 of the accompanying Notice for members approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution, except to the extent of their respective shareholdings in the Company.

Item No. 5

Section 197 of the Companies Act, 2013 provides that Directors who are neither Managing Directors nor a Whole-time Directors may be paid remuneration by way of Commission upto 1 (one) percent of the net profits of the Company, for all the Non-Executive Directors taken together, computed in the manner referred to in Section 198 of the Companies Act 2013.

The involvement of the Non-executive Directors including Independent Directors (hereinafter referred as “Non-Executive Directors”) in the Company has increased over the years and they contribute significantly to the growth of the Company as well as sound Corporate Governance practices by bringing with them professional expertise, varied and wide experience.

The Board of Directors is of the view that in order to remunerate the Non-Executive Directors of the Company for the responsibilities entrusted to them under various laws, as applicable on the Company, particularly under the Companies Act 2013, the SEBI Regulations and considering the current trends, the time devoted and the contributions made by them, remuneration by way of Commission in

terms of Section 197 of the Companies Act, 2013 be paid to the Non-Executive Directors of the Company in addition to the sitting fees being paid by the Company to the Non-Executive Directors for attending the Board, Committee and other meetings.

The Board of Directors have recommended payment of Commission to Non-Executive Directors (including Independent Directors) of the Company within the overall ceiling of 1 (one) percent of the net profits of the Company, to be determined by the Board of Directors for each Non-Executive Director for each financial year, over a period of five years from the financial year ending 31st March 2020 onwards. This remuneration will be distributed amongst the Non-Executive Directors (including Independent Directors) in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013. This remuneration shall be in addition to fees payable to the Directors for attending the meetings of the Board or Committee thereof as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

Section 197 of the Companies Act, 2013 requires approval of the members of the Company in the General meeting, for payment of remuneration by way of commission to the Non-Executive Directors.

Accordingly, the Board recommends the passing of the Ordinary Resolution stated at Item No. 5 of the accompanying Notice for members approval.

Directors other than the Managing Director and the Whole-time Directors of the Company may be deemed to be concerned or interested in the resolution set out at Item No. 5 of the Notice to the extent of the remuneration that may be received by them.

None of the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

Item No. 6

With the recommendation of the Nomination & Remuneration Committee of the Board, the Board of Directors of the Company (“the Board”) at its meeting held on 15th May 2019 has, subject to the approval of members, reappointed Mr. Diwakar Nigam, (DIN: 00263222) as the Chairman & Managing Director of the Company for a period of five (5) years from the expiry of his present term,

i.e. from 1st June 2019, on terms and conditions as contained in the draft agreement, material terms of which are set out in the resolution in the item no. 6.

Considering the valuable contribution, commitment, guidance and services being rendered by Mr. Diwakar Nigam for the sustained growth of the Company, it is proposed to seek members' approval for the re-appointment of and payment of remuneration to Mr. Diwakar Nigam as Chairman & Managing Director of the Company.

Mr. Diwakar Nigam satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013.

In terms of the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. Diwakar Nigam is hereby confirmed that it is well within the prescribed limit mentioned in the said section. The given resolution along with Explanatory statement may also be treated as a revised written memorandum setting out the terms of Mr. Diwakar Nigam as Chairman & Managing Director, pursuant to Section 190 of the Companies Act, 2013 until the approval of members is obtained.

Details of Mr. Diwakar Nigam have been provided in the "Annexure-1" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Mr. Diwakar Nigam and Mrs. Priyadarshini Nigam are interested in the resolution. The relatives of Mr. Diwakar Nigam may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director / Key Managerial Personnel of the Company / their relatives are, interested, financially or otherwise, in the resolution.

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

Item No. 7

With the recommendation of the Nomination & Remuneration Committee of the Board, the Board of Directors of the Company ("the Board") at its meeting held on 15th May 2019 has, subject to the approval of members,

reappointed Mrs. Priyadarshini Nigam, (DIN: 00267100) as the Whole-time Director of the Company for a period of five (5) years from 1st June 2019, on terms and conditions as contained in the draft agreement, material terms of which are set out in the resolution in the item no. 7.

In view of contribution, commitment, and services being rendered by Mrs. Priyadarshini Nigam, it is proposed to seek members' approval for the re-appointment of and payment of remuneration to Mrs. Priyadarshini Nigam as Whole-time Director of the Company.

Mrs. Priyadarshini Nigam satisfies all the other conditions set out in Part-I of Schedule V to the Companies Act, 2013, as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for her re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013.

In terms of the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mrs. Priyadarshini Nigam is hereby confirmed that it is well within the prescribed limit mentioned in the said section. The given resolution along with Explanatory statement may also be treated as a revised written memorandum setting out the terms of Mrs. Priyadarshini Nigam as Whole-time Director pursuant to Section 190 of the Companies Act, 2013 until the approval of members is obtained.

Details of Mrs. Priyadarshini Nigam have been provided in the "Annexure-1" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Mrs. Priyadarshini Nigam and Mr. Diwakar Nigam are interested in the resolution. The relatives of Mrs. Priyadarshini Nigam may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director / Key Managerial Personnel of the Company / their relatives are, interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

With the recommendation of the Nomination & Remuneration Committee of the Board, the Board of

Directors of the Company (“the Board”) at its meeting held on 15th May 2019 has, subject to the approval of members, reappointed Mr. T. S. Varadarajan, (DIN: 00263115) as the Whole-time Director of the Company for a period of five (5) years from 1st June 2019, on terms and conditions as contained in the draft agreement, material terms of which are set out in the resolution in the item no. 8

At present his age is sixty seven years. Mr. T. S. Varadarajan will attain the age of seventy years during the tenure of his proposed re-appointment period. Accordingly, in terms of Section 196 of the Companies Act 2013, the approval of the members is being sought by way of passing a Special Resolution.

Mr. Varadarajan has rich and varied experience in the industry and has been involved in the operations of the Company since its incorporation. It would be in the interest of the Company to continue to avail of his expert services by re-appointing him as a Whole-time Director of the Company for a further period of five years with effect from 1st June 2019.

Save and except as provided in the foregoing paragraph, Mr. T. S. Varadarajan satisfies all the other conditions set out in Part-I of Schedule V of the Companies Act, 2013 as also conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013.

In terms of the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 the revised remuneration of Mr. T. S.

Varadarajan is hereby confirmed that it is well within the prescribed limit mentioned in the said section. The given resolution along with Explanatory statement may also be treated as a revised written memorandum setting out the terms of Mr. T. S. Varadarajan as Whole-time Director pursuant to Section 190 of the Companies Act, 2013 until the approval of members is obtained.

Details of Mr. T. S. Varadarajan, whose re-appointment is proposed are provided in the “Annexure-1” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Mr. T. S. Varadarajan is interested in the resolutions set out at Item No. 8 of the Notice with regard to his re-appointment. The relatives of Mr. T. S. Varadarajan may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Director / Key Managerial Personnel of the Company / their relatives are, interested, financially or otherwise, in the resolutions.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

By order of the Board
For Newgen Software Technologies Ltd

Date: 25th June, 2019
Place: New Delhi

Sd/-
Aman Mourya
Company Secretary
M.No.:- FCS 9975

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT THE
27th 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	Diwakar Nigam (DIN: 00263222)
Item No.	6
Date of Birth Age	12 th October 1954 65 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	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 1 st April 1993 and has more than 35 years of experience in the IT industry.
Terms & Conditions for Appointment/ Re-appointment	As stated in the resolution set out in item number 6 of the Notice.
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 6 of the Notice
Last Remuneration Drawn	INR 1,74,90,000/-
Date of first appointment on the Board	1 st April 1993
No. of shares held in the Company	1,84,22,406 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mrs. Priyadarshini Nigam, Whole-time Director is the spouse of Mr. Diwakar Nigam.
No. of Board Meetings attended/ held during Financial Year (2018-19)	Number of Board meetings held: 6 Number of Board meetings attended: 6
Directorships held in other companies	<p>Indian Companies</p> <p>Newgen Computers Technologies Limited</p> <p>Overseas Companies</p> <p>1) Newgen Software Inc. (USA) 2) Newgen Software Technologies Pte. Ltd. (Singapore) 3) Newgen Software Technologies Canada Ltd. 4) Newgen Software Technologies (UK) Ltd. 5) Newgen Software Technologies Pty. Ltd (Australia)</p>
Chairman/ Member of the Committee of the Board of Directors of our Company	1) Stakeholder Relationship Committee (Member) 2) Finance & Operations Committee (Member)
Committee position held in other listed companies	NIL
<p>a. Audit Committee</p> <p>b. Nomination & Remuneration Committee</p> <p>c. Stakeholder Relationship Committee</p> <p>d. Corporate Social Responsibility Committee</p>	

Name of Director	Mrs. Priyadarshini Nigam (DIN: 00267100)
Item No.	7
Date of Birth Age	26 th March 1957 62 years
Nationality	Indian
Qualification	She holds a Bachelor's and Master's degree in Economics.
Experience	She has been on our Board since 20 th September 1997. She has previously been a freelance journalist and has published articles in South-North News Service and Depthnews Press Foundation Asia. She has more than 10 years of experience in the field of journalism.
Terms & Conditions for Appointment / Re-appointment	As stated in the resolution set out in item number 7 of the Notice
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 7 of the Notice
Last Remuneration Drawn	INR 40,83,600/-
Date of first appointment on the Board	20 th September 1997
No. of shares held in the Company	79,68,906 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Diwakar Nigam, Chairman and Managing Director is the spouse of Mrs. Priyadarshini Nigam.
No. of Board Meetings attended/ held during Financial Year (2018-19)	Number of Board meeting held: 6 Number of Board meeting attended: 6
Directorships held in other companies	Indian Companies Newgen Computers Technologies Limited Overseas Companies Nil
Chairman/ Member of the Committee of the Board of Directors of our Company	1) Corporate Social Responsibility Committee (Chairperson) 2) Finance & Operations Committee (Member)
Committee position held in other listed companies e. Audit Committee f. Nomination & Remuneration Committee Stakeholder Relationship Committee g. Stakeholder Relationship Committee h. Corporate Social Responsibility Committee	NIL

Name of Director	Mr. T.S. Varadarajan (DIN: 00263115)
Item No.	8
Date of Birth Age	5 th May 1952 67 years
Nationality	Indian
Qualification	Bachelor's degree in Science from Bangalore University. Bachelor's degree in Engineering (Electrical Engineering) from IIT- Bengaluru and a Master's degree in Technology (Computer Science) from IIT- Madras.
Experience	Mr. T.S. Varadarajan has been on the Board of the Company since the incorporation. He has more than 35 years of experience in the field of software designing and development. 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.
Terms & Conditions for Appointment/ Re-appointment	As stated in the resolution set out in item number 8 of the Notice
Details of Remuneration sought to be paid	As stated in the resolution set out in item number 8 of the Notice
Last Remuneration Drawn	INR 83,70,198/-
Date of first appointment on the Board	Since Incorporation
No. of shares held in the Company	1,50,09,306 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
No. of Board Meetings attended/ held during Financial Year (2018-19)	Number of Board meeting held: 6 Number of Board meeting attended: 5
Directorships held in other companies	<p>Indian Companies</p> <ol style="list-style-type: none"> 1. Newgen Computers Technologies Limited 2. Jnanaadri Technovations Private Limited 3. Sosaley Technologies Private Limited <p>Overseas Companies</p> <ol style="list-style-type: none"> 1. Newgen Software Inc. (USA) 2. Newgen Software Technologies Pte. Ltd. (Singapore) 3. Newgen Software Technologies Canada Ltd. 4. Newgen Software Technologies (UK) Ltd. 5. Newgen Software Technologies Pty. Ltd (Australia)
Chairman/ Member of the Committee of the Board of Directors of our Company	<ol style="list-style-type: none"> 1. Finance & Operations Committee (Chairman) 2. Corporate Social Responsibility Committee (Member) 3. Stakeholder Relationship Committee (Member)



NEWGEN SOFTWARE TECHNOLOGIES LIMITED

(CIN: L72200DL1992PLC049074)

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

Tel.: (+91)-11-40770100, 2696 3571, 2696 4733, Fax: (+91)-11-2685 6936

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

27th Annual General Meeting

ATTENDANCE SLIP

Registered Folio No./DP ID/Client ID:	
No. of Equity Shares held:	

I/We hereby record my/ our presence at the 27th Annual General Meeting of the Company held on Wednesday, the day of 7th August 2019, at 11:00 a.m. at NCUI Auditorium & Convention Centre, 3, Siri Institutional Area, August Kranti Marg, Hauz Khas, New Delhi - 110016.

Shareholder's Name: _____

Proxy's Name: _____

Shareholder's/ Proxy's Signature

Note:

- 1) Please fill this attendance slip and hand it over at the entrance of the Hall.
- 2) Members/Proxy Holders/Authorized Representatives are requested to show their Photo ID Proof for attending the Meeting.
- 3) Authorized Representatives of Corporate members shall produce proper authorization issued in their favor.

INTENTIONALLY LEFT BLANK



NEWGEN SOFTWARE TECHNOLOGIES LIMITED

(CIN: L72200DL1992PLC049074)

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

Tel.: (+91)-11-40770100, 2696 3571, 2696 4733, Fax: (+91)-11-2685 6936

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

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the shareholder(s):	
Registered address :	
E-mail Id:	
Folio No/ Client Id :	
DP ID :	

I/We, being the shareholder(s) of shares of the above named company, hereby appoint

- Name:
Address:.....
E-mail Id:.....Signature:, or failing him
- Name:
Address:.....
E-mail Id:.....Signature:, or failing him
- Name:
Address:.....
E-mail Id:.....Signature:, or failing him

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on 7th August 2019 and at any adjournment, if any, thereof in respect of the following Resolutions as are indicated below:

Resolution		Vote*	
		For	Against
Ordinary Business:			
1.	To receive, consider and adopt the audited standalone and consolidated Financial Statements of the Company for the Financial Year ended 31 st March 2019 and the Reports of the Board of Directors and Auditors thereon.		
2.	To declare a Dividend of Rs. 3/- per Equity Share having Face value of Rs. 10/- each of the Company for the Financial Year ended 31 st March 2019.		
3.	To appoint a Director in place of Mr. Diwakar Nigam (DIN: 00263222), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business:			
4.	Approval of charges for service of documents on the members.		
5.	Payment of Commission to Non-Executive Directors.		
6.	Re-appointment of Mr. Diwakar Nigam as the Chairman & Managing Director of the Company for a period of five (5) years.		
7.	Re-appointment of Mrs. Priyadarshini Nigam as Whole-time Director of the Company for a period of five (5) years.		
8.	Re-appointment of Mr. T. S. Varadarajan as Whole-time Director of the Company for a period of five (5) years.		

Signed this.....day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)



Note:

- This form should be signed across the stamp as per specimen signature registered with the Company.
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting. A proxy need not be a member of the Company.
- *It is optional to put a “√” in the appropriate column against the Resolutions indicated in the Box. If you leave the “For” or “Against” column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she may think appropriate.

AGM ROUTE MAP

