



NEWGEN SOFTWARE TECHNOLOGIES LIMITED

CIN: L72200DL1992PLC049074

A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi - 110 067, INDIA

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POSTAL BALLOT NOTICE

To,
The Members
Newgen Software Technologies Limited

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “**Act**”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, Newgen Software Technologies Limited (the “**Company**”) hereby seeks your approval by way of Special resolution(s) through postal ballot / electronic voting (e-voting) in respect of the special business item as stated in this Postal Ballot Notice.

The detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting are annexed to the Notice of Postal Ballot / E-voting (the “**Notice**”).

SPECIAL BUSINESS:

ITEM NO 1: Variation in the objects of the Public Issue as stated in the Prospectus of the Company dated January 19, 2018

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13 and 27 of the Companies Act, 2013, as amended (“**Companies Act**”), read with the Companies (Incorporation) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded to utilize the unutilized amount, aggregating to ₹128.10 million (“**Unutilized Proceeds**”), comprising the balance remaining after utilization of the proceeds of the fresh issue portion (“**Fresh Issue Proceeds**”) towards the object of purchasing office premises as stated in the prospectus dated January 19, 2018 (the “**Prospectus**”) of the Company registered with the Registrar of Companies, National Capital Territory of Delhi and Haryana, in relation to the initial public offering (“**Offer**”) of equity shares of ₹10 each of the Company,

towards general corporate purpose in the manner set forth in the Prospectus, such that the aggregate amount utilized towards general corporate purposes shall not exceed 25% of the Fresh Issue Proceeds.

IT IS FURTHER NOTED THAT the Company has purchased an unfurnished office premises measuring 138,668 sq. ft. pursuant to a transfer deed cum sale deed dated February 28, 2019, while in terms of the Prospectus, the Company had proposed to utilize the Fresh Issue Proceeds towards the purchase of an unfurnished office measuring 120,000 sq. ft. and such purchase was proposed to be completed by September 2018; and accordingly, the Company will complete the furnishing of the office premises during fiscal 2020, instead of September 2020, as was stated in the Prospectus.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.”

ITEM NO. 2: Re-appointment of Mr. Kaushik Dutta (DIN: 03328890) as Non-Executive Independent Director of the Company for a second term of five years.

To consider and, if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors in their meetings held on May 14, 2019 and May 15, 2019 respectively, and pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 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), Mr. Kaushik Dutta, (DIN 03328890), be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for second term of five consecutive years with effect from July 09, 2019 to July 08, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, Mr. Kaushik Dutta (DIN 03328890) will be eligible for (a) sitting fee, as may be fixed by the Board of Directors subject to the limit as prescribed under Companies Act, for attending the meetings of the Board & its Committees, (b) commission on net profit of the Company, as may be approved by the Members and determined by the Board of Directors for each year within the overall ceiling limit as may be fixed by the Members.

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

By order of the Board
For Newgen Software Technologies Limited

Sd/-

Aman Mourya
Company Secretary
(FCS-9975)

Place:

A-6, Satsang Vihar Marg,
Qutab Institutional Area,
New Delhi - 110 067

Date: May 15, 2019

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013, stating all material facts and the reasons for the proposals is annexed herewith.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, May 17, 2019 (cut-off date). Each Member's voting rights shall be reckoned in proportion to his/her share of the paid-up equity share capital of the Company as on cut-off date, which will only be considered to avail the facility of Postal Ballot / E-voting. A person who is not a Member as on cut-off date shall treat this notice for information purpose only.
3. The Postal Ballot Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. Additionally, the Notice will also be available on the website of the Company, BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) at <https://newgensoft.com/>, www.bseindia.com and www.nseindia.com, respectively.
4. As required under Section 13 & 27 of the Companies Act, 2013 the advertisement setting out specified details for variation of terms of contracts or objects in prospectus and as also required under Rule 22(3)

of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and SS-2, advertisement for dispatch of notice will be published in the newspapers specifying the relevant matters therein.

5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e mail to investors@newgensoft.com or einward.ris@karvy.com. The Registrar and Share Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
6. The period for voting through Postal Ballot/E-voting starts from Tuesday, May 28, 2019 [9:00 AM onwards (IST)] and ends on Wednesday, June 26, 2019 [up to 5:00 PM (IST)]. Member(s) can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. The Board has appointed M/s Kundan Agrawal & Associates, Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting the postal ballot / e-voting process in a fair and transparent manner. Member(s) have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions, as enumerated as part of the Notice, and return the same duly completed in the enclosed prepaid self-addressed Business Reply Envelope not later than 5:00 PM (IST) on Wednesday, June 26, 2019, failing which it will be strictly considered that no reply has been received from the Member. Postal Ballot Form, if deposited in person or sent at the expense of the member(s), if sent within the prescribed time, will also be accepted.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by M/s Karvy Fintech Private Limited ("Karvy"). Accordingly, instead of returning Postal Ballot Form, members may choose to cast their vote through e-voting. Instructions on e-voting are enumerated as part of the Notice. Members opting for e-voting are requested to cast their vote before 5.00 PM on Wednesday, June 26, 2019 E-voting shall be disabled by Karvy for voting beyond the said date & time.
9. The Resolution(s), if passed by requisite majority, shall be deemed to have been passed as on the last date for receipt of duly completed Postal Ballot forms / e-voting, i.e. Wednesday, June 26, 2019.

10. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the form invalid. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
 11. A member cannot exercise his vote by proxy on postal ballot. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named member or his duly authorized attorney registered with the Company and in his absence, by the next named member. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
 12. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The result of the postal ballot shall be declared on or before Monday, July 01, 2019 and communicated to the Stock exchanges, Registrar and Share Transfer Agent and shall also be displayed on the Company's website, <https://newgensoft.com>.
- b. If e-mail 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. Member may call Karvy's toll free number 1-800-3454-001.
 - d. Member may send an e-mail request to evoting@karvy.com
- If the member is already registered with Karvy for 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.
- a) After entering these details appropriately, click on "LOGIN".
 - b) 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 (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.**
 - c) You need to login again with the new credentials.
 - d) On successful login, the system will prompt you to select the Event Number for **NEWGEN SOFTWARE TECHNOLOGIES LIMITED**.
 - e) 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.
 - f) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - g) 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).

VOTING THROUGH ELECTRONIC MEANS / E-VOTING:

- a) Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
 - b) Enter the login credentials (i.e. User ID and password) The Event No.+Folio No. or DP ID- Client ID will be your User ID. **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 e-voting, you shall use your existing User ID and password for casting your vote.
 - c) Any person holds shares as on the cut-off date i.e. Friday, May 17, 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
- c) You need to login again with the new credentials.
 - d) On successful login, the system will prompt you to select the Event Number for **NEWGEN SOFTWARE TECHNOLOGIES LIMITED**.
 - e) 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.
 - f) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - g) 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).

- h) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i) 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: cskundanagrawal@gmail.com with a copy to evoting@karvy.com and investors@newgensoft.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_

EVENT NO."

- j) Once the vote on a resolution is casted by a Member, the Member shall not be allowed to change it subsequently.
- k) 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>.
- l) In case of grievances connected to the 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 ("Act") sets out all material facts relating to the special business(es) mentioned at Item Nos. 1 & 2 of the accompanying Notice of Postal ballot dated May 15, 2019.

Item No. 1

The Company filed its prospectus dated January 19, 2018 ("Prospectus") with the Registrar of Companies, National Capital Territory of Delhi and Haryana, in connection with its initial public offering ("Offer") of its equity shares of ₹10 each ("Equity Shares") and the Equity Shares are presently listed on the BSE Limited and the National Stock Exchange of India Limited (together, the "Stock Exchanges").

Pursuant to the Prospectus dated January 19, 2018, the Offer comprised a fresh issue of up to ₹950.00 million ("Fresh Issue") and an offer for sale of up to 13,453,932 Equity Shares by certain existing shareholders of the Company. Further, the objects of the Fresh Issue (net of issue expenses) comprised: (i) purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh; and (ii) general corporate purposes.

As set forth in the Prospectus, the Company had earmarked an aggregate of ₹843.44 million towards the object '*Purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh*'. This object was further comprised of two separate activities, i.e., (a) purchase of unfurnished office premises, measuring approximately 120,000 sq. ft., through an outright sale in a completed ready-for-possession project developed by real estate developer, for which the Company had earmarked ₹642.60 million (including payment required for applicable

stamp duty) and (b) furnishing such office premises at an estimated cost of ₹200.84 million, for which quotations were disclosed in the Prospectus. The estimated cost of purchasing an unfurnished office premises was arrived at basis the '*Market Price Assessment Report for an IT/ITES Development located on Noida-Greater Noida Expressway, Uttar Pradesh*' dated September 2017 prepared by Aggarwal and Associates, an independent valuer. This report was placed before and approved by the Board of Directors ("Board") of the Company on September 21, 2017. The Company had set aside ₹2.44 million for utilization towards general corporate purposes.

A. The original purpose or object of the Offer and total money raised

The Company raised an aggregate of ₹950.00 million pursuant to the Fresh Issue. The utilization of net proceeds of the Offer (after deduction of Offer related expenses amounting to ₹104.12 million that were borne by the Company) ("**Net Proceeds**") as stated in the Prospectus is as follows:

(₹ in million)

S. No.	Particulars	Amount
(a)	Purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh	843.44
(b)	General corporate purposes	2.44
	Total	845.88

The Net Proceeds of the Offer were proposed to be deployed in the following manner, as set forth under the schedule of deployment disclosed in the Prospectus:

(₹ in million)

S. No.	Particulars	Amount	Estimated utilisation in fiscal 2018	Estimated utilisation in fiscal 2019	Estimated utilisation in fiscal 2020	Estimated utilisation in fiscal 2021
1.	Purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh	843.44	-	692.60	100.00	50.84
2.	General corporate purposes	2.44	-	2.44	-	-
	Total	845.88	-	695.04	100.00	50.84

B. Money utilized for the objects of the Company as stated in the Prospectus and the extent of achievement of such objects in percentage terms

Out of the ₹642.60 million (including stamp duty) set aside towards purchase of the unfurnished office premises, ₹514.50 million (including stamp duty) has been utilized in fiscal 2019 for purchasing a bare-shell property, measuring 138,668 sq. ft., without certain infrastructure, fixture and furnishings such as elevator system, lift lobbies, generator sets and compact substations, among other things, instead of an unfurnished but ready-for-possession office premises measuring 120,000 sq. ft. as set forth in the Prospectus.

Further, (i) ₹200.84 million earmarked towards furnishing of the office premises, based on quotations received from relevant vendors, is proposed to be utilized towards such purpose within the timelines set forth in the Prospectus, i.e., September 2020 and (ii) ₹2.44 million has been utilized towards general corporate purposes, as set forth in the Prospectus.

An aggregate of ₹717.78 million is/will be utilized towards the stated objects of the Fresh Issue, i.e., purchasing and furnishing the office premises near the Noida-Greater Noida Expressway, Uttar Pradesh and general corporate purposes. This constitutes 84.86% of the Net Proceeds.

C. The unutilized amount out of the raised through the Prospectus

An aggregate of ₹128.10 million out of the amount set aside for purchase of the unfurnished office premises in the Prospectus is presently unutilized (“**Unutilized Proceeds**”).

D. Particulars of proposed variation in the objects of the Offer and reason and justification for seeking such variation

(a) **Utilization of the Unutilized Proceeds towards general corporate purposes:** The Company proposes to utilize the Unutilized Proceeds towards general corporate purposes, as set forth below.

- (i) Repayment of any working capital facilities;

- (ii) Expenditure towards research and development activities;
- (iii) Undertaking acquisitions, making strategic investments and/or entering into joint ventures, in accordance with our business strategies and with companies/entities that complement our business;
- (iv) Advertising and sales promotion;
- (v) Investment in our subsidiaries; and/or
- (vi) Any other corporate purposes, as may be decided by the Board of Directors and as permissible under SEBI regulations, as applicable in this regard

These have also been disclosed as the proposed uses of the Net Proceeds under general corporate purposes in the Prospectus. However, the Company shall ensure that the amount deployed towards such general corporate purposes does not exceed 25% of the Fresh Issue Proceeds.

(b) **Delay in purchase of unfurnished office premises:**

Further, the Company had stated in the Prospectus that the purchase of unfurnished property from the Fresh Issue was estimated to be completed by September 2018. The Company identified the property and the purchase of the same was completed in February 2019. The delay in the purchase of the property was due to the time taken for completion of due diligence required to be undertaken with respect to such property.

(c) **Delay in the schedule of furnishing of the office premises as stated in the Prospectus:**

In terms of the Prospectus, the Company had estimated that furnishing of the office premises would commence by December 2018 and would be completed by September 2020. The furnishing of the office premises will now commence a bit later due to delay in acquisition of unfurnished premises. However, despite this delay the Company proposes to utilize such ₹200.84 Million by the end of fiscal 2020.

E. Proposed time limit within which the proposed varied objects would be achieved

(₹ in million)

Particulars	Amount	Utilization in fiscal 2018	Utilization in fiscal 2019	Estimated utilization in fiscal 2020
Purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh	715.34	-	514.50	200.84
General corporate purposes	130.54	-	2.44	128.10
Total	845.88	-	516.94	328.94

F. Clause-wise details as specified under Rule 3(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 with respect to the originally proposed objects of the Offer

Sub-clause	Requirement	Page no. of the Prospectus	Disclosure in the Prospectus					
The prospectus to be issued shall contain the following particulars, namely:								
(a)	The objects of the Offer	91	The objects for which the Net Proceeds (as defined below) of the Fresh Issue will be utilized are as set forth below.					
			1.	Purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh; and				
			2.	General corporate purposes.				
(b)	The purpose for which there is a requirement of funds	91	Utilisation of Net Proceeds The Net Proceeds of the Fresh Issue will be utilized as set forth below. (₹ in million)					
			S.No.	Particulars				Amount
			(a)	Purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh				843.44
			(b)	General corporate purposes				2.44
				Total				845.88
(c)	The funding plan (means of finance)	92	Means of finance The entire fund requirements of the objects of the Fresh Issue detailed above, were proposed to be met entirely from the Net Proceeds.					
(d)	The summary of the project appraisal report, if any	-	No appraisal report was sought in this connection.					
(e)	The schedule of implementation of the project	92	Schedule of Implementation and Deployment of Funds We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set out below. (₹ in million)					
			Particulars	Amount	Estimated utilisation in fiscal 2018	Estimated utilisation in fiscal 2019	Estimated utilisation in fiscal 2020	Estimated utilisation in fiscal 2021
			Purchase and furnishing of office premises near Noida-Greater Noida Expressway, Uttar Pradesh	843.44	-	692.60	100.00	50.84
			General corporate purposes	2.44	-	2.44	-	-
			Total	845.88	-	695.04	100.00	50.84
(f)	The interim use of funds	96	Pending utilisation of the Net Proceeds for the purposes described above, the Company had undertaken to temporarily deposit the funds from the Net Proceeds only in the scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, for the necessary duration. Further, in accordance with Section 27 of the Companies Act 2013, the Company had confirmed that pending utilisation of the Net Proceeds, it shall not use the funds for any buying, trading or otherwise dealing in any equity or equity linked securities of any listed company or for any investment in the equity market.					

G. Risk Factor relating to new objects of the Offer and the estimated financial impact of the proposed alteration on the earnings and cash flow of the Company

The Unutilized Proceeds are proposed to be used for general corporate purposes, based on management's estimates and have not been appraised by any third party. Such estimates are based on current conditions and are subject to variation in the event of changes in external circumstances, costs, other financial condition or business strategies. As a consequence of any increased costs, the actual deployment of funds may be higher than such management estimates and may cause an additional burden on the Company's finance plans, if such costs are required to be met from

internal accruals of the Company. Further, the Company may be required to revise its estimated expenditure, fund allocation and deployment schedule, owing to factors such as general or local economic and business conditions, escalation in costs, increased competition, changes in design or configuration of the premises identified by us, changes in regulations or delays in obtaining regulatory approvals. Any such incurrence of additional costs towards the revised objects may have a negative impact on the financial condition, results of operations and cash flow of the Company. The risks related to the objects of the Offer had been included on page 30 of the Prospectus, under Risk Factor Number 34.

Accordingly, approval of the members is sought for varying the terms of objects of the issue referred to in the Prospectus. The Board recommends the passing of resolution as set out under Item No. 1 for approval of the members as a special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any.

Item No. 2

Mr. Kaushik Dutta was appointed as Non-Executive Independent Director of the Company by the members at 22nd Annual General Meeting of the Company held on July 09, 2014 for a period of five consecutive years commencing from July 09, 2014 to July 08, 2019. Therefore, his first tenure as Independent Director would be expiring on July 08, 2019.

Nomination & Remuneration Committee of the Board of Directors in its meeting held on May 14, 2019, on the basis of performance evaluation has recommended the reappointment of Mr. Kaushik Dutta, as Non-Executive Independent Director for the second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Mr. Kaushik Dutta and as per the recommendation of Nomination & Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Kaushik Dutta 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 in its meeting held on May 15, 2019, has recommended the reappointment of Mr. Kaushik Dutta as Non-Executive Independent Director for the second term with effect from July 09, 2019 to July 08, 2024.

Therefore, it is hereby proposed to re-appoint Mr. Kaushik Dutta as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from July 09, 2019 to July 08, 2024 by passing the Resolution as set out in the item no. 2 of the notice, by way of special resolution.

Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment to be made in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

The Company has received the declaration from Mr. Kaushik Dutta that he meets with the criteria of independence as prescribed both under Companies Act 2013 and SEBI Listing Regulations.

In the opinion of the Board, Mr. Kaushik Dutta fulfils the conditions specified in the Act, 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. Kaushik Dutta, whose re-appointment as Independent Director 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.

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 approved by the Members and to be determined by the Board of Directors in each year within over all ceiling limit as may be fixed by the Member. Copy of the draft letter for appointment of Mr. Kaushik Dutta 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 am to 5:00 pm) on any working day, except Saturday upto the last day of voting.

Mr. Kaushik Dutta is interested in the resolutions set out at Item No. 2 of the Notice with regard to his re-appointment. The relatives of Mr. Kaushik Dutta may be deemed to be interested in the resolutions to the extent of their shareholding interest, if any, in the Company.

Shareholding of Mr. Kaushik Dutta in the Company: NIL

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives 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 Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

By order of the Board

For Newgen Software Technologies Limited

Sd/-

Aman Mourya
Company Secretary
(FCS-9975)

Place:
A-6, Satsang Vihar Marg,
Qutab Institutional Area,
New Delhi - 110 067

Date: May 15, 2019

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT THROUGH POSTAL BALLOT

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

Name of Director	Kaushik Dutta (DIN: 03328890)
Item No.	2
Date of Birth Age	May 01, 1962 (58 years)
Nationality	Indian
Qualification	Graduated in Commerce from St. Xavier's College, University of Calcutta. Fellow Member of the Institute of Chartered Accountants of India.
Experience	<p>He previously served as Partner of Lovelock and Lewes and Price Waterhouse, Bangalore. He has served as an expert with the Indian Institute of Corporate Affairs and Serious Fraud Investigation Office of the Ministry of Corporate Affairs. He is the founder and co-director of Thought Arbitrage Research Institute.</p> <p>He has authored "Handbook of Independent Directors" (2 edition,) published by Lexis Nexis, co-authored 'Corporate Governance: Myth to Reality' published by Lexis-Nexis and a book on Indian I business history titled 'India Means Business: How the Elephant Earned Its Stripes' has been published by Oxford University Press(2012). He writes regular columns in Financial Express and other newspapers and magazines.</p>
Terms & Conditions for Appointment/ Re-appointment	Reappointment for the second term of Five years from July 09, 2019 to July 08, 2024.
Details of Remuneration sought to be paid	<p>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.</p> <p>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.</p>
Last Remuneration Drawn	Total sitting fee paid in the Financial Year 2018-19: Rs. 14,00,000/-
Date of first appointment on the Board	July 09, 2014
No. of shares held in the Company	NIL
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	6
Directorship held in other Companies (Only Listed Companies are considered)	1 HCL Infosystems Limited 2 New Delhi Television Limited
Chairman/ Member of the Committee of the Board of Directors of our Company	1) Audit Committee: Chairman 2) Nomination & Remuneration Committee: Member 3) CSR 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) HCL Infosystems Limited 2) New Delhi Television Limited