



## Newgen Software Technologies Limited

CIN: L72200DL 1992PLC049074, Registered Office: E-44/13, Okhla Phase II, New Delhi 110020, India  
Tel: +91 11 46533200, 26384060, 26384146 Fax: +91 11 26383963

**Date:** August 09, 2024

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex Bandra (E), Mumbai – 400051
Ref.: Newgen Software Technologies Limited (NEWGEN/INE619B01017) Scrip Code – 540900	Ref.: Newgen Software Technologies Limited (NEWGEN/INE619B01017)

### **Sub: - Postal Ballot Notice**

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice dated July 30, 2024 is being sent to the Members of the Company for seeking their approvals through e-voting to transact the following matter:

<b>Resolution – 1 (Special)</b>	Appointment of Mr. Sudhir Kumar Sethi (Din: 00058105) as a Non-Executive Independent Director of the Company
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The Company has engaged the services of KFin Technologies Limited (“KFintech”) for the purpose of providing e-voting facility to all its members. The detailed process and manner for e-voting is explained in the Notes section of Postal Ballot Notice. The e-Voting period will commence from 9:00 a.m. (IST) on Sunday, August 11, 2024 and ends Upto 5:00 p.m. (IST) on Monday, September 09, 2024.

The result of the voting shall be declared and communicated to the Stock exchanges within two working days from the last date of voting i.e., on or before Wednesday, September 11, 2024.

The Postal Ballot Notice is also available on the website of the Company at <https://newgensoft.com/>.

You are requested to kindly take the same on record.

Thanking You.

**For Newgen Software Technologies Limited**

**Aman Mourya**  
**Company Secretary**

*Encl: As above*



## NEWGEN SOFTWARE TECHNOLOGIES LIMITED

CIN: L72200DL1992PLC049074

Regd. Office: E-44/13 Okhla Phase II, New Delhi - 110020

Tel.: +91-11-46533200, 26384060, Fax: +91-11-26383963

Website: <https://www.newgensoft.com>, E-mail: [investors@newgensoft.com](mailto:investors@newgensoft.com)

### POSTAL BALLOT NOTICE

[Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

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(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 read with other relevant circulars, if any, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with applicable circulars under the Listing Regulations, Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time], Newgen Software Technologies Limited (the "Company") hereby seeks your approval by way of Special Resolution through remote e-voting ("e-voting") / Postal Ballot in respect of following special business item.

Detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting are annexed to this Postal Ballot Notice ("the Notice").

#### **SPECIAL BUSINESS:**

##### **ITEM NO. 1:**

**APPOINTMENT OF MR. SUDHIR KUMAR SETHI (DIN: 00058105) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Sudhir Kumar Sethi (DIN: 00058105), who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company by the Board of Directors with effect from July 30, 2024 and who has submitted the declaration that he meets the criteria of Independence, as a Non-Executive Independent Director of the Company for a period of Five (5) consecutive years with effect from July 30, 2024, not liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Sudhir Kumar Sethi shall be entitled to receive a sitting fee of Rs. One Lakh (Rs.1,00,000/-) for attending each meeting of the Board & its Committees and shall also be eligible for Commission on net profit with authority to the Board of Directors to determine the manner and proportion, if payable, within the overall ceiling limit as fixed or may be fixed by the Members of the Company time to time for Non- Executive Directors.

**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 its 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 Limited

Date: July 30, 2024  
Registered Office: E-44/13  
Okhla Phase II,  
New Delhi-110020

Sd/-  
Aman Mourya  
Company Secretary  
FCS: 9975

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act read with Section 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), setting out the material facts relating to the special business to be transacted as mentioned in Item No. 1 is annexed to the Postal Ballot Notice.
2. In accordance with the MCA Circulars and the Listing Regulations, this Notice is being sent electronically to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, August 02, 2024 (“Cut-off Date”) received from the Depositories and whose e-mail address is registered with the Company / KFin / Depositories / Depository Participant (“DPs”). 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 the cut-off date i.e. Friday, August 02, 2024, which will only be considered to avail the facility of E-voting. A person who is not a member as on cut-off date shall treat this notice for information purpose only.
3. Members may note that pursuant to the MCA Circulars, the Company has additionally enabled a process for the limited purpose of receiving shareholder communications and the Members (holding physical shares) may update their email address by intimating the RTA at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com).
4. In accordance with the MCA Circulars and the Listing Regulations, the Notice is being sent in electronic form only. Accordingly, hard copies of the Postal Ballot Notice, the Postal Ballot Forms, and the pre-paid business reply envelopes are not being sent to the Members as all members are required to communicate their assent or dissent through the remote e-voting system only.
5. Members may note that the Notice will also be available on the Company’s website at <https://www.newgensoft.com>, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin at <https://evoting.kfintech.com/>.
6. Members whose e-mail address is not registered and who wish to receive the Notice(s), and all other communications by the Company, from time to time may avail the investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode by submitting Form ISR-1 to KFin at [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) or to the Company at [investors@newgensoft.com](mailto:investors@newgensoft.com). However, for the shares held in demat form, members are requested to write to their respective DPs.

Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://newgensoft.com/company/investor-relations/#corporate-governance>

7. As required under Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars & Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India and one Regional daily newspaper circulating in New Delhi.
8. The Postal Ballot e-voting facility will be available during the following period:

<b>Commencement of e-voting</b>	From 9:00 a.m. (IST) on Sunday, August 11, 2024
<b>End of e-voting</b>	Upto 5:00 p.m. (IST) on Monday, September 09, 2024

Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again. The Members may please note that the e-voting shall not be allowed beyond the above-mentioned date and time.

9. The Board has appointed Mr. Devesh Kumar Vasisht (holding CP No.13700), Partner failing him, Mr. Parveen Kumar (holding CP No.: 13411), Partner of M/s DPV & Associates LLP, Practicing Company Secretaries, (email: [dpv@dpvassociates.com](mailto:dpv@dpvassociates.com)), as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
10. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, and Listing Regulations the Company has provided the facility to the members to exercise their votes electronically and vote the resolution through the E-voting service facility arranged by KFin Technologies Limited (Formerly Known as Karvy Fintech Private Limited) (“Registrar”).
11. The Resolution, if passed by the requisite majority, shall be deemed to have been passed as on the last date of E-voting, i.e. Monday, September 09, 2024. subject to receipt of the requisite number of votes in favour of the resolution.
12. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Chairman of the Company after the completion of the scrutiny of voting through E-voting. The result of the voting shall be declared and communicated to the Stock exchanges within two working days from the last date of voting and shall also be displayed on the Company’s website <https://www.newgensoft.com>.
13. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, are available for inspection at Registered office of the Company i.e. E-44/13 Okhla Phase II, New Delhi, DL-110020 and will be posted on the Company’s website <https://newgensoft.com/> to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot, i.e., Monday, September 09, 2024. Members desirous of inspecting these documents may also mail to [investors@newgensoft.com](mailto:investors@newgensoft.com).

14. A member cannot, exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Institutional / Corporate Members are requested to send a scanned copy in pdf / jpg format of the Board Resolution / Power of Attorney authorising its representatives to vote pursuant to Section 113 of the Act, through e-mail at [dpv@dpvassociates.com](mailto:dpv@dpvassociates.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [investors@newgensoft.com](mailto:investors@newgensoft.com).

15. **VOTING THROUGH ELECTRONIC MEANS / E-VOTING:**

The procedure for e-voting is as under:

- i) Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li><b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li><b>2. User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol> </li> <li><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period</li> </ol> </li> </ol>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<ol style="list-style-type: none"> <li><b>1. Existing user who have opted for Easi/ Easiest</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> <li><b>2. User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></li> <li>II. Select "Register for Easi" or click at <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ol> </li> <li><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> </ol> </li> </ol>

	<p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'Newgen Software Technologies Limited' or select KFin.</p> <p>V. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>
<b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider - <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at: 18001020990 and 1800224430
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 022-23058738 or 022-23058542-43

ii) Method of login / access to KFin e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

<b>Type of member</b>	<b>Login Method</b>
<b>Members whose e-mail IDs are registered with the Company / Depository Participant(s)</b>	<p>A. <b>Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)</b></p> <p>Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> <li>i. Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>.</li> <li>ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.</li> <li>iii. After entering these details appropriately, click on "LOGIN".</li> <li>iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</li> <li>v. Members would need to login again with the new credentials.</li> <li>vi. On successful login, the system will prompt the member to select the "EVEN", viz., 'Newgen Software Technologies Limited and click on "Submit".</li> </ol>

	<p>vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.</p> <p>vii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</p> <p>ix. Voting has to be done for each item of the Postal Ballot Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.</p> <p>x. Members may then cast their vote by selecting an appropriate option and click on “Submit”.</p> <p>xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution, they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</p>
<p><b>Members whose e-mail IDs are not registered with the Company / Depository Participants(s)</b></p>	<p>Procedure for Registration of email and Mobile: securities in physical mode</p> <p>Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx">https://ris.kfintech.com/clientservices/isc/default.aspx</a></p> <p>ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p> <p>a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or</p> <p>b) Through hard copies which are self-attested, which can be shared on the address below; or</p> <p>Name: KFIN Technologies Limited</p> <p>Address: Selenium Building, Tower-B, Plot No 31 &amp; 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</p> <p>c) Through electronic mode with e-sign by following the link: <a href="https://ris.kfintech.com/clientservices/isc/default.aspx#">https://ris.kfintech.com/clientservices/isc/default.aspx#</a></p> <p>Detailed FAQ can be found on the link: <a href="https://ris.kfintech.com/faq.html">https://ris.kfintech.com/faq.html</a></p> <p>For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.</p>

iii) Method for obtaining user id and password for members who have forgotten the User ID and password

Members who have forgotten the User ID and password	<p>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</p> <ol style="list-style-type: none"> <li>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD&lt;space&gt;E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399                      Example for NSDL: MYEPWD&lt;SPACE&gt; IN12345612345678                      Example for CDSL: MYEPWD&lt;SPACE&gt; 1402345612345678                      Example for Physical: MYEPWD&lt;SPACE&gt; XXXX1234567890</li> <li>ii. If e-mail ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</li> <li>iii. Members may send an email request to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through e-voting.</li> <li>iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</li> </ol>
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16. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com>.

In case of any queries / concern / grievances, you may contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Gachibowli, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, at email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or 1-800-309-4001 (toll free).

17. KPRISM- Mobile service application by KFin - Members are requested to note that KFin has launched a mobile application - KPRISM and website <https://kprism.kfintech.com> for online service to members. Members can download the mobile application, register themselves (one time) for availing host of services, viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store and Google Play Store.

*By order of the Board*  
**For Newgen Software Technologies Limited**

Date: July 30, 2024  
 Registered Office: E-44/13 Okhla Phase II,  
 New Delhi-110020

Sd/-  
**Aman Mourya**  
 Company Secretary  
 FCS: 9975

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") set out all material facts relating to the special business mentioned at Item Nos. 1 of the accompanying Notice of Postal Ballot dated July 30, 2024.

### **Item No. 1**

Based on the recommendation of Nomination & Remuneration Committee (NRC), the Board of Directors (the "Board"), by way of circulation on July 30, 2024, has approved the appointment of Mr. Sudhir Kumar Sethi (DIN: 00058105) as an Additional Director in the category of Non-Executive Independent Director of the Company in accordance the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and who Pursuant to Regulation 17(1C) of Listing Regulations holds office up to the date of the next General Meeting or 3 (three) months from the date of his appointment, whichever is earlier.

Considering the educational background, experience, knowledge, leadership, and rich experience across international organizations especially in the Technologies sector, and with the recommendation of the NRC, and subject to the approval of the Members of the Company, the Board by way of circulation on July 30, 2024 and in accordance with the provisions of Sections 149, 150, 152 and Schedule-IV of the Act, has recommended for the appointment of Mr. Sudhir Kumar Sethi as an Independent Director of the Company for a period of five (5) consecutive years with effect from July 30, 2024 not liable to retire by rotation.

The Company has received a Notice from a Member in writing under Section 160 of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Sudhir Kumar Sethi (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 to the effect that he is not disqualified under Section 164(2) of the Act and is not debarred from holding the office of a director by virtue of any Order passed by SEBI or any such authority (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and SEBI Listing Regulations (iv) Registration Certificate:- evidencing the name of Mr. Sudhir Kumar Sethi is registered with the Independent Directors' database as maintained by IICA and exempted from appearing and passing the online proficiency self-assessment test as per the Companies Act.

In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Sudir Kumar Sethi has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Sudhir Kumar Sethi aged 66 years, holds a B.Tech. Degree in Engineering and an MBA Degree from FMS, Delhi.

### **Brief profile of Mr. Sudhir Kumar Sethi:**

Mr. Sudhir Kumar Sethi is Founder & Chairman of Chiratae Ventures India Advisors. Chiratae Ventures is a leading VC firm advising AUM of \$ 1.2 b, invested in 130 plus companies, exited 60 plus, has taken 3 companies public, funded 9 Unicorns, and backed 15 market leaders. The firm is based out of Bangalore with offices in Mumbai and Delhi.

In 2001, Sudhir Kumar Sethi was recognized by Red Herring as one of the leading venture capitalists in the country. He has been named among the Top Ten IT Professionals by Dataquest and by Bloomberg UTV as "Visionary Venture Capitalist" in 2011. Sudhir Kumar Sethi has been featured in Subroto Bagchi's book "Zen Garden - Conversations with Pathmakers", in 2014.

Mr. Sudhir Kumar Sethi satisfies all other conditions set out in the Companies Act, 2013 including rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related with appointment of Independent Director.

Mr. Sudhir Kumar Sethi will be entitled to receive remuneration by way of commission on net profits to be determined by the Board of the Company in each year within overall celling limit as fixed or may be fixed by the Members of the Company time to time for Non-Executive Directors and a sitting fee of Rs. One Lakh (Rs.1,00,000/-) for attending each meeting of the Board and its Committees thereof, in accordance with the provisions of the Companies Act, 2013 and rules made thereunder and as per SEBI Listing Regulations.

Details of Mr. Sudhir Kumar Sethi have been provided in the "**Annexure-1**" to the Notice as required under 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.



Copy of the draft appointment letter of Mr. Sudhir Kumar Sethi as an Independent Director setting out the terms and conditions would be available for inspection, by the Members on the Company's website at: <https://www.newgensoft.com>.

The Board commends the Special Resolution set out at Item No.1 of the Notice for approval by the Members.

Except Mr. Sudhir Kumar Sethi and his relatives, none of the Directors or Key Managerial Personnel including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

*By order of the Board  
For Newgen Software Technologies Limited*

**Date: July 30, 2024**  
**Registered Office: E-44/13 Okhla Phase II,**  
**New Delhi-110020**

**Sd/-**  
**Aman Mourya**  
**Company Secretary**  
**FCS: 9975**

### DETAILS OF THE DIRECTORS SEEKING APPOINTMENT

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

<b>Name of Director</b>	<b>Mr. Sudhir Kumar Sethi (DIN: 00058105)</b>
<b>Item No.</b>	1
<b>Date of Birth</b>	17 <sup>th</sup> February 1958
<b>Age</b>	66 Years
<b>Nationality</b>	Indian
<b>Qualification</b>	He holds a B.Tech. Degree in Engineering and an MBA Degree from FMS, Delhi.
<b>Expertise in specific functional areas and Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	<p>Mr. Sudhir is the Founder &amp; Chairman of Chiratae Ventures India Advisors. Chiratae Ventures is a leading VC firm advising AUM of \$ 1.2 b, invested in 130 plus companies, exited 60 plus, has taken 3 companies public, funded 9 Unicorns, and backed 15 market leaders. The firm is based out of Bangalore with offices in Mumbai and Delhi.</p> <p>In 2001, Sudhir was recognized by Red Herring as one of the leading venture capitalists in the country. He has been named among the Top Ten IT Professionals by Dataquest and by Bloomberg UTV as “Visionary Venture Capitalist” in 2011. Sudhir has been featured in Subroto Bagchi’s book “Zen Garden – Conversations with Pathmakers”, in 2014.</p> <p>Considering the educational background, experience, knowledge, leadership, and rich experience across international organizations especially in the Technologies sector, Mr. Sudhir meets the eligibility criteria required for the role of an Independent Director of the Company.</p>
<b>Terms &amp; Conditions for Appointment</b>	Appointment for a period of five (5) years with effect from July 30, 2024 not liable to retire by rotation
<b>Details of Remuneration sought to be paid</b>	Mr. Sudhir Kumar Sethi will be entitled to receive remuneration by way of commission on net profits to be determined by the Board of Directors in each year within overall ceiling limit as fixed or may be fixed by the Members of the Company time to time for Non-Executive Directors and a sitting fee of Rs. One Lakh (Rs.1,00,000/-) for attending each meeting of the Board and its Committees thereof, in accordance with the provisions of the Companies Act, 2013 and rules made thereunder and as per SEBI Listing Regulations.
<b>Details of Last drawn Remuneration (Including Commission) (2023-24)</b>	N.A.
<b>Date of first appointment on the Board</b>	July 30, 2024
<b>No. of shares held in the Company as on date of this notice.</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	None
<b>No. of Board Meetings attended/ held during Financial Year (2023-2024)</b>	N.A.
<b>Directorship held in other Companies (Only Listed Companies are considered)</b>	Nil
<b>Chairman/Member of the Committee of the Board of Directors of our Company</b>	Nil
<b>Committee position held in other listed companies. (*Only Audit Committee and Stakeholders’ Relationship Committee memberships in equity listed companies have been considered)</b>	Nil
<b>Listed entities from which the Director has resigned from Directorship in last three (3) years</b>	Nil