



NEWGEN

One world. One workplace.

Newgen Software Technologies Limited

CIN: U72200DL 1992PLC049074

E-44/13, Okhla Phase - II, New Delhi - 110 020, INDIA

Tel : (+91) - 11 - 46533200, 26384060, 26384146, Fax: (+91) - 11 - 26383963

URL : <http://www.newgensoft.com>

NOTICE OF 23RD ANNUAL GENERAL MEETING

Notice is hereby given that Twenty Third Annual General Meeting of Newgen Software Technologies Limited will be held on Monday, the day of 17th August, 2015 at D-152, Okhla Industrial Area, Phase - I, New Delhi – 110 020 at 4.30 P.M to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2015, Profit & Loss Account for the year ended on that date together with Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. T.S. Varadarajan (DIN: 00263115), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To declare dividend for the Financial Year 2014-15.
4. To ratify the appointment of Statutory Auditor of the company for Financial Year 2015-2016 and to consider &, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable, the appointment of B S R & Associates, LLP, Chartered Accountants, Gurgaon, (Regn. No. FRN.: 116231W) as statutory auditors of the Company for the Financial Year 2015-2016 be and is hereby ratified with the consent of the members of the Company, on such remuneration as may be mutually agreed upon between B S R & Associates, LLP, and the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorised to do all such other acts, deeds and matter as may be required in this regards."

SPECIAL BUSINESS:

5. **Alteration of the Articles of Association (“AOA”) of the Company by replacing clause 38 of AOA and to consider & if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution.**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any of the Companies Act, 2013, read with rules made thereunder, the consent of the members of the Company be and is hereby accorded for alteration of Articles of Association by replacing the existing Article 38 of the Articles of Association by new Article as provided below

“The quorum for a Board meeting of the Board of Directors of the company shall be one third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purpose of quorum.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may in its absolute discretion, be deemed necessary and to settle any Question or difficulty that may arise in this regard.”

6. **Alteration of the Articles of Association (“AOA”) of the Company by replacing clause 40 of AOA and to consider & if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution.”**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any of the Companies Act, 2013, read with rules made thereunder, the consent of the members of the Company be and is hereby accorded for alteration of Articles of Association by replacing the existing Article 40 of the Articles of Association by new Article as provided below

“At least 7 (Seven) Days’ prior written notice shall be given to each Director of each meeting of the Board setting out the agenda for the meeting in reasonable detail (including the Reserved Matters to be discussed thereat) and attaching the relevant papers to be discussed at the meeting and all available data and information relating to matters to be discussed at the meeting. No Reserved Matter shall be discussed or decided upon (unless the prior written approval of the Investor is obtained) at any Board meeting unless it was part of the original agenda circulated for the relevant Board meeting. Provided further that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent Director, if any, shall be present at the meeting. In case of absence of independent Director from such a meeting of the Board, decision taken at such a meeting shall

be circulated to the all director and shall be final only on ratification thereof by at least one Independent Direct, if any. ”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may in its absolute discretion, be deemed necessary and to settle any Question or difficulty that may arise in this regard.”

7. Alteration of the Articles of Association (“AOA”) of the Company by replacing clause 44A of AOA and to consider & if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any of the Companies Act, 2013, read with rules made thereunder, the consent of the members of the Company be and is hereby accorded for alteration of Articles of Association by replacing the existing Article 44A of the Articles of Association by new Article as provided below

“The Board shall constitute an audit committee, Nomination & Remuneration Committee and CSR Committee and such other committees as are required under applicable Law. Subject to requirements prescribed under applicable Law, the Audit and Nomination & Remuneration Committee shall comprise of 3 (Three) members, where 1 (One) member shall represent the Investors, 1 (One) member shall represent the Promoters and the third member shall necessarily be an Independent Director. The structure and constitution of the committees, including the audit and compensation committee should conform with applicable Law and related regulations at all times, and the Company and Promoters will ensure that such norms are met at all times. No decision shall be taken on Reserved Matters at meetings of such committees without the consent of the Investors as set out in the Articles.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as may in its absolute discretion, be deemed necessary and to settle any Question or difficulty that may arise in this regard.”

By order of the Board
For Newgen Software Technologies Ltd.



Date: 17.07.2015
Place: New Delhi

Aman Mourya

Aman Mourya
Company Secretary

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF, A PROXY NEED NOT BE A MEMBER. Proxy form completed in all respects should reach the registered office of the Company at least 48 hours before the time of meeting.
- b) Rectification of the appointment of Statutory Auditors: In the 22nd Annual General Meeting (AGM) of the Company held on 9th July, 2014, B S R & Associates, LLP, Chartered Accountants, Gurgaon, (Regn. No. FRN. 116231W) have been appointed as the Statutory Auditors of the Company for a period up to 2 years from the conclusion of 22nd Annual General Meeting until the conclusion of 24th Annual General Meeting of the company subject to ratification by the members at every Annual General Meeting. In terms of the provisions of the Companies Act, 2013, it is necessary to get the appointment ratified the members in every annual general meeting until the expiry of the period of original appointment. It is further informed that M/s. B S R & Associates, LLP has showed their willingness (as enclosed herewith) for being appointed as Statutory Auditors of the Company and has also furnished the requisite eligibility certificate/letter under Section 139(1) of the Companies Act, 2013 for the proposed appointment.

In view of the above, the Board of Directors recommends your ratification of the appointment of B S R & Associates, LLP, Chartered Accountants, as the Statutory Auditor as mentioned in Item no. 5.

- c) The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 17th July, 2015. The Notice of the Meeting is also posted on the website of the Company www.newgensoft.com. The shareholders may update their email Id, Contact No., address with the Company, if any changes thereof, by sending e-mail/letter to the Company at corpmtg@newgensoft.com / registered office of the Company.
- d) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
- e) The Preference Shareholders and holders of Equity shares with differential voting rights of the company are entitled to vote as per the Shareholders agreement and Article of associations of the company.

- f) All statutory registers are available for the inspection of the members during the ensuing Annual General Meeting.

By order of the Board
For Newgen Software Technologies Ltd.



Aman Mourya

Aman Mourya
Company Secretary

Date: 17.07.2015
Place: New Delhi

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) sets out all material facts relating to the business mentioned at Item Nos. 6 to 8 of the accompanying Notice dated 17.07.2015.

Item No. 5.

The section 174 of the Companies Act, 2013 states that the quorum for a Board meeting of the Board of Directors of the company shall be one third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purpose of quorum. In order to comply with the aforesaid provisions of the Companies Act, 2013, it is proposed to amend the Articles of Association.

Accordingly, it is proposed to amend Article 38 of the Articles of Association as set out in Item No.6 of this Notice.

Pursuant to Section 14 of the Companies Act, 2013, approval of members is required by way of Special Resolution for alteration of Articles of Association

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company during business hour (9 AM to 5 PM) to on all working days from the date hereof upto the date of the Meeting.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

Item No. 6.

The section 173 of the Companies Act, 2013 states about the Board Meeting and other provisions in respect to Notices to be sent to the directors for the Board Meeting. According to section 173 of the Companies Act, 2013 a meeting of the Board shall be called by giving not less than seven days notice in writing to every directors at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means. Accordingly in order to comply with the aforesaid provisions of the Companies Act, 2013, it is proposed to amend the Articles of Association.

Accordingly, it is proposed to amend Article 40 of the Articles of Association as set out in Item No.7 of this Notice.

Pursuant to Section 14 of the Companies Act, 2013, approval of members is required by way of Special Resolution for alteration of Articles of Association

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company during business hour (9 AM to 5 PM) to on all working days from the date hereof upto the date of the Meeting.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

Item No. 7.

The section 178 of the Companies Act, 2013 states about the constitution of Nomination & Remuneration committee and accordingly in order to comply with the aforesaid provisions of the Companies Act, 2013, it is proposed to amend the Articles of Association.

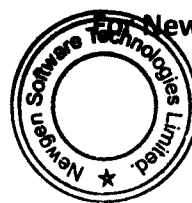
Accordingly, it is proposed to amend Article 44A of the Articles of Association as set out in Item No.8 of this Notice.

Pursuant to Section 14 of the Companies Act, 2013, approval of members is required by way of Special Resolution for alteration of Articles of Association

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company during business hour (9 AM to 5 PM) to on all working days from the date hereof upto the date of the Meeting.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

Date: 17.07.2015
Place: New Delhi



By order of the Board
Newgen Software Technologies Ltd.

Aman Mourya

Aman Mourya
Company Secretary

Newgen Software Technologies Limited

CIN: U72200DL1992PLC049074

Registered Office: A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi – 110067

www.newgesoft.com

ATTENDANCE SLIP
23rd Annual General Meeting

Reg. Folio/DP & Client No.

No .of Shares Held

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 23rd Annual General Meeting of the Company at the D152, Okhla Phase – II, New Delhi – 110020 at 4.30 P.M on Monday the day of 17th August, 2015.

Member's Name: _____ Proxy's Name: _____

Member'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/Authorised 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 favour.

Newgen Software Technologies Limited

CIN: U72200DL1992PLC049074

Registered Office: A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi – 110067

www.newgesoft.com

Form No. MGT-11

(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:
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:

- | | | | | | |
|---|------------|---------------|-----------------|-----------------|----------------|
| 1 | Name | Address | E-mail ID | Signature | Or falling him |
| 2 | Name | Address | E-mail ID | Signature | Or falling him |
| 3 | Name | Address | E-mail ID | Signature | Or falling him |

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Monday the day of 17th August, 2015 at 4.30 P.M and at any adjournment thereof in respect of the following resolutions as are indicated below:

Ordinary Business:	Special Business
1. Adoption of Financial Statement for the year ended 31st march, 2015	5. Alteration of the Articles of Association of the Company by replacing clause 38.
2. Re-appointment of Mr. T.S. Varadarajan Narayanan, who retires by rotation	6. Alteration of the Articles of Association of the Company by replacing clause 40.
3. To declare dividend for the Financial Year 2014-15.	7. Alteration of the Articles of Association of the Company by replacing clause 44A.
4. To ratify the appointment of Statutory Auditor of the company for Financial Year 2015-2016	

Signed this day of 2015.

Signed this day of 2015.

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Note: 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.