

**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:** December 10, 2025

<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 September 26, 2025, is being sent to the Members of the Company for seeking their approvals through e-voting to transact the following matter:

<b>Resolution – 1 (Ordinary)</b>	Appointment of Ms. Shubhi Nigam (DIN: 11385232) as a Non-Executive Non-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 Friday, December 12, 2025, and ends Upto 5:00 p.m. (IST) on Saturday, January 10, 2026.

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 available on the website of the Company at <https://newgensoft.com/> and KFintech website at <https://evoting.kfintech.com/> immediately after the declaration of the results.

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 & Head Legal**

*Encl: As above*



## NEWGEN SOFTWARE TECHNOLOGIES LIMITED

CIN: L72200DL1992PLC049074

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

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

Website: <https://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, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 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 Ordinary Resolution through remote e-voting ("e-voting") in respect of following special business item.

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

#### **SPECIAL BUSINESS:**

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

**APPOINTMENT OF MS. SHUBHI NIGAM (DIN: 11385232) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") 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 approval of the Audit Committee and the Board of Directors, Ms. Shubhi Nigam (DIN: 11385232), who is part of promoter group and was appointed as an Additional Non-Executive Non-Independent Director of the Company with effect from November 26, 2025 in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, with effect from November 26, 2025, liable to retire by rotation.

**RESOLVED FURTHER THAT** Ms. Shubhi Nigam shall be entitled to receive a sitting fee of ₹ 1,00,000/- (Rupees One Lakh only) for attending each meeting of the Board of Directors & its Committees along with reimbursement of expenses, if any, incurred for attending such meetings and she shall also be eligible for Commission on net profit with authority to the Board 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 from time to time, for Non- Executive Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby 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**

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

**Date:** November 26, 2025

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

**NOTES:**

1. The Explanatory Statement, pursuant to Section 102 read with Section 110 of the Act, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, 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. The Ministry of Corporate Affairs, ("MCA") vide its General Circulars 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, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, read with other relevant circulars, if any, issued by the MCA and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, has allowed the Companies to transact item for the approvals of the members, through electronic Mode.
3. 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, December 05, 2025 ("Cut-off Date") and whose e-mail address is registered with the Company / Registrar and Share Transfer Agent of the Company, i.e. Kfin Technologies Limited ("RTA" or "KFin") and Depositories. 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, December 05, 2025, 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.
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://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 may kindly note that the Shareholders holding shares in physical mode, whose email addresses are not registered and who wish to receive Notices and other communications from the Company via email, may use this Investor Services facility to register their PAN, email address, bank details, and other KYC particulars, or to submit any changes/updates thereof, for securities held in physical mode. The prescribed forms may be submitted to KFin at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to the Company at [investors@newgensoft.com](mailto:investors@newgensoft.com). SEBI has notified the following forms for this purpose:

Forms	Descriptions
<b>Form ISR-1</b>	Request for registering PAN, KYC Details or Changes / Updation thereof (Only for securities held in physical form)
<b>Form ISR-2</b>	Confirmation of Signature of securities holder by the Banker
<b>Form ISR-3</b>	Declaration for opting-out Nomination by holders of physical securities in Listed Companies.
<b>Form SH-13</b>	Nomination form
<b>Form SH-14</b>	Cancellation or variation of Nomination

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/>.

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 Notice 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 Friday, December 12, 2025
<b>End of e-voting</b>	Upto 5:00 p.m. (IST) on Saturday, January 10, 2026

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 for conducting the e-voting process in a fair and transparent manner.
10. 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. Saturday, January 10, 2026. subject to receipt of the requisite number of votes in favour of the resolution.
11. The Scrutinizer will submit its 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://newgensoft.com>.
12. 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./](https://newgensoft.com/) to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot, i.e. Saturday, January 10, 2026. Members desirous of inspecting these documents may also mail to [investors@newgensoft.com](mailto:investors@newgensoft.com) from their registered email address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
13. A member cannot, exercise his/her e-vote through proxy. However, corporate and institutional members shall be entitled to e-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).

#### 14. **VOTING THROUGH ELECTRONIC MEANS / E-VOTING:**

- In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolution set forth in this Notice. The instructions for remote e-voting are given herein below.
- E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- The process and manner of remote e-voting is explained below:
  - Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Type of shareholders	Login Method
<b>Individual Members holding securities in demat mode with NSDL</b>	<b>1.</b> For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	<b>2. Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</b> <ol style="list-style-type: none"> <li>Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password</li> </ol>

Type of shareholders	Login Method
	<p>III. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.</p> <p>IV. Click on company name i.e. <b>Newgen Software Technologies Limited</b> or ESP i.e. KFin.</p> <p>V. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period.</p> <p><b>3. Those not registered under IDeAS:</b></p> <p>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</p> <p>II. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</p> <p>IV. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open.</p> <p>V. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</p> <p>VI. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>VII. Click on company name i.e. Newgen Software Technologies Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</p> <p>viii. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p><b>Individual Members holding securities in demat mode with CDSL</b></p>	<p><b>1. Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility:</b></p> <p>I. Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <p>II. Click on New System Myeasi.</p> <p>III. Login to Myeasi option under quick login.</p> <p>IV. Login with the registered user ID and password.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>VI. Members will be able to view the e-voting Menu.</p> <p>VII. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Visit <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</a> for registering.</p> <p>II. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>III. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p>

Type of shareholders	Login Method
	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <p>II. Provide demat account number and PAN.</p> <p>III. System will authenticate user by sending OTP on registered mobile and 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. <b>'Newgen Software Technologies Limited'</b> 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. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</p> <p>II. Once logged-in, Members will be able to view e-voting option.</p> <p>III. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>IV. Click on options available against 'Newgen Software Technologies Limited' or 'KFin'</p> <p>V. Members will be redirected to e-voting website of KFin for casting their 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**.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 102 0990 and 1800 22 4430.
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 022-23058738 or 022-23058542-43

- ii) Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Type of Shareholders	Login Method
<b>Members whose e-mail IDs are registered with the Company / Depository Participant(s)</b>	<p><b>A. 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> <p>i. Launch internet browser by typing the URL: <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a>.</p>



Type of Shareholders	Login Method
	<ul style="list-style-type: none"> <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> <li>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.</li> <li>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</li> <li>ix. Voting has to be done for each item of the Postal Ballot Notice Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained.</li> <li>x. Members may then cast their vote by selecting an appropriate option and click on "Submit".</li> <li>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.</li> </ul>
<b>Members whose e-mail IDs are not registered with the Company / Depository Participants(s)</b>	<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>

Type of Shareholders	Login Method
	<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 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> Detailed FAQ can be found on the link: <a href="https://ris.kfintech.com/faq.html">https://ris.kfintech.com/faq.html</a> 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) Access to KFinTech e-Voting system 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	Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:
	<p>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</p> <p>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.</p> <p>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.</p> <p>iv. Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>

15. 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).

16. **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:** November 26, 2025  
**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") sets out all material facts relating to the special business mentioned at Item No. 1 of the accompanying Postal Ballot Notice dated November 26, 2025.

### **Item No. 1**

Based on the recommendation of Nomination & Remuneration Committee (NRC), the Board of Directors (the "Board"), in its meeting held on November 26, 2025, has approved the appointment of Ms. Shubhi Nigam (DIN: 11385232), who is a part of promoter group, as an Additional Non-Executive Non-Independent Director of the Company with effect from November 26, 2025 in accordance with 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 her appointment, whichever is earlier. Accordingly, she is eligible to be regularized as a Non-Executive Non-Independent Director of the Company with the approval of Members of the Company.

Considering her educational background, extensive knowledge, leadership abilities, and rich experience in Technology Sector, and based on the recommendation of the NRC, the Board, in its meeting held on November 26, 2025, subject to the approval of the Members of the Company, approved the appointment of Ms. Shubhi Nigam (DIN: 11385232), as a Non-Executive Non-Independent Director of the Company with effect from November 26, 2025, who shall be liable to retire by rotation.

Further, based on the recommendation of NRC and the approval of the Audit Committee, the Board has also recommended that Ms. Shubhi Nigam shall be entitled to receive a sitting fee of ₹ 1,00,000/- (Rupees One Lakh only) for attending each meeting of the Board of Directors & its Committees along with reimbursement of expenses, if any, incurred for attending such meetings and she shall also be eligible for Commission on net profit with authority to the Board 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 from time to time for Non- Executive Directors.

The Company has received a Notice from a Member in writing under Section 160 of the Act proposing Ms. Shubhi Nigam for the office of Director in the category of Non-Executive Non Independent. The Company has also received from Ms. Shubhi Nigam (i) the consent in writing to act as a Non-Executive Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) the intimation in Form DIR-8 to the effect that she 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.

Details of Ms. Shubhi Nigam along with her profile 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 shall also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Copy of the draft appointment letter for Ms. Shubhi Nigam as Non-Executive Non-Independent Director setting out the terms and conditions of the appointment is available for inspection, by the Members on the Company's website at <https://newgensoft.com/company/investor-relations/disclosures-under-regulation-308-of-sebi-listing-obligations-and-disclosure-requirements-regulations-2015/>.

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

Except Mr. Diwakar Nigam, Ms. Priyadarshini Nigam and Ms. Shubhi Nigam including their relatives, none of the other 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**

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

**Date:** November 26, 2025  
**Registered Office:** E-44/13, Okhla Phase II,  
New Delhi-110020

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT**

[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>Ms. Shubhi Nigam (DIN: 11385232)</b>
<b>Item No.</b>	Item No. 1
<b>Date of Birth</b>	August 17, 1990
<b>Age</b>	35 Years
<b>Nationality</b>	Non-Resident Indian
<b>Qualification</b>	Ms. Shubhi Nigam holds a degree in Computer Science and Economics from the University of Pennsylvania.
<b>Brief Profile / 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>Ms. Shubhi Nigam is currently associated with Carta Inc., as a Director of Product, where she leads the LP Platform including portfolio analytics, LP reporting, and tax products. Previously, Ms. Shubhi Nigam co-founded Laso Technologies, a YCombinator (W19) AI startup that launched two search-based tools leveraging LLMs. She also held roles as Product Lead &amp; Solution consultant at Newgen between 2012-2019. She holds a degree in Computer Science and Economics from the University of Pennsylvania, and actively mentors founders through programs such as Techstars and AWS Impact Accelerator, Founders Institute, Hidden Genius Project.</p> <p>Ms. Shubhi Nigam has more than 14 years of experience in Product Management, AI-driven solutions and enterprise SaaS platforms, she has led large-scale product strategies, integrated AI capabilities into enterprise platforms, and driven revenue growth through innovative product development.</p> <p>Considering her educational background, extensive knowledge, leadership abilities, and rich experience in Technology sector, Ms. Shubhi Nigam meets the eligibility criteria required for the role of a Non-Executive Director of the Company.</p> <p>In the opinion of the Board, Ms. Shubhi Nigam 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 as Non-Executive Director.</p>
<b>Terms &amp; Conditions for Appointment/ Re-appointment</b>	Appointment with effect from November 26, 2025 as a Non-Executive Non-Independent Director, liable to retire by rotation.
<b>Details of Remuneration sought to be paid</b>	Ms. Shubhi Nigam shall be entitled to receive a sitting fee of ₹ 1,00,000/- (Rupees One Lakh only) for attending each meeting of the Board of Directors & its Committees along with reimbursement of expenses, if any, incurred for attending such meetings and she shall also be eligible for Commission on net profit with authority to the Board 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 from time to time for Non- Executive Directors.
<b>Details of Last drawn Remuneration (Including Commission) (2024-25)</b>	Nil
<b>Date of first appointment on the Board</b>	November 26, 2025
<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>	<p>She is the daughter of Mr. Diwakar Nigam (Chairman &amp; Managing Director) and Ms. Priyadarshini Nigam (Whole-time Director).</p> <p>She is a member of Promoter Group.</p>

<b>No. of Board Meetings attended/ held during Financial Year (2024-2025)</b>	Not Applicable
<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.</b> <b>(*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