



Newgen Software Technologies Limited

CIN: L72200DL1992PLC049074, Registered Office: E-44/13, Okhla Phase II, New Delhi 110020, India
Tel: +91 11 46533200, 26384060, 26384146 Fax: +91 11 26383963

Date: 26th June 2025

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	National Stock Exchange of India Limited 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: Submission of Annual Report for the Financial Year 2024-25

Dear Sir/Ma'am,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report along with Notice of AGM of the Company for the Financial Year 2024-25 which is being sent through electronic mode to the Members who have registered their E-mail addresses with the Company/Depositories.

Further, in accordance with Regulation 36(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be sending a letter to Shareholders whose e-mail addresses are not registered with Company/DPs providing the weblink from where the Annual Report can be accessed on the Company's website.

The Annual Report for the Financial Year 2024-25 is also available on the Company's website 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.: a/a



NEWGEN SOFTWARE TECHNOLOGIES LIMITED

CIN: L72200DL1992PLC049074

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

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

Tel.: (+91)-11-46533200, (+91)-11-26384060, Fax: (+91)-11-2638 3963

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting ("AGM") of Newgen Software Technologies Limited ("the Company") will be held on Friday, the 25th day of July 2025, at 11:00 A.M. (IST) through Video Conferencing (VC) or Other Audio-Visual means (OAVM) to transact the businesses mentioned below. The deemed venue of the AGM shall be the Registered Office of the Company at E-44/13 Okhla Phase II, New Delhi-110020 India.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company together with the report of Board of Directors and Auditors' thereon for the financial year ended 31st March 2025, as circulated to the Members, be and are hereby considered and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the financial year ended 31st March 2025, as circulated to the Members, be and are hereby considered and adopted."

3. To declare a final dividend of Rs. 5/- (Rupees Five only) per Equity Share having a Face value of Rs. 10/- (Rupees Ten) each of the Company for the financial year ended 31st March 2025 and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a final dividend at the rate of Rs. 5/- (Rupees Five only) per Equity Share having a face value of Rs. 10/- (Rupees Ten) each, as recommended by the Board of Directors of the Company, for the financial year ended 31st March 2025, be and is hereby declared, and the same be paid to those Members whose names appear on the Company's Register of Members and in the Register of Beneficial Owners maintained by the Depositories as on the Record Date."

4. To appoint a director in place of Mr. Diwakar Nigam (DIN: 00263222), who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Diwakar Nigam (DIN: 00263222), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

5. Appointment of Secretarial Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Audit Committee and Board of Directors, M/s Kundan Agrawal & Associates, Company Secretaries (Firm Registration No. S2009DE113700), be and is hereby appointed as the Secretarial Auditor of the Company for a term of five years commencing from financial year 2025-26 till financial year 2029-30, to conduct the Secretarial Audit of the Company and provide related services as may be prescribed and eligible under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) be and is hereby authorized to do all the acts as may be required in respect to fix the annual remuneration and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined in consultation with the said Secretarial Auditors.

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 entire discretion, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

By order of the Board

For Newgen Software Technologies Limited

Date: 25.06.2025

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

**Aman Mourya
Company Secretary
FCS: 9975**

NOTES:

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the Special business to be transacted at this AGM, are annexed hereto. Further the relevant details as required under 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 in respect of the Directors seeking re-appointment are attached with this notice as “Annexure-1”.
 2. The Ministry of Corporate Affairs, (“MCA”) vide its General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 02/2021 dated 13th January 2021, 21/2021 dated 14th December 2021, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024 and all other relevant circulars issued from time to time, issued by MCA, has permitted holding of AGMs through (“VC/OAVM”) facility on or before 30th September 2025 without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the aforesaid MCA Circulars and SEBI Listing Regulations, the AGM of the Company is being conducted through VC/OAVM facility only.
 3. In compliance with the above MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January 2023, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 07th October 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, Notice of the AGM and Annual Report for the financial year 2024-25 are being sent only via electronic mode to those Members whose E-mail addresses are registered with the Company/ Registrar or the Depository Participant(s). Members may note that the Notice and Annual Report of the financial year 2024-25 will also be available on the Company's website at <https://newgensoft.com/company/investor-relations/disclosures-under-regulation-46-of-sebi/>. The Notice and Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and will also be available on the website of e-voting agency KFinTech at <https://evoting.kfintech.com/>.
 4. Company has appointed KFin Technologies Limited, Registrar and Share Transfer Agent (“Registrar” or “KFinTech”), to provide VC/OAVM facility for the AGM and the attendant enablers for conducting the AGM.
 5. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
 6. Body Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter/ Power of Attorney etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id dpv@dpvassociates.com with a copy marked to evoting@kfintech.com and investors@newgensoft.com. The scanned image of the above-mentioned documents should be in the naming format “Newgen Software Technologies Limited (Even No).”
 7. Attendance of the Members (Members’ login) attending the AGM through VC/OAVM shall be reckoned for the purpose of Quorum under Section 103 of the Companies Act, 2013 and hence no attendance slip is attached with this notice.
 8. Since this AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 9. The Final Dividend of Rs. 5/- per Equity Share (on face value of ₹ 10/- each) i.e. 50% on the paid-up Equity Share capital, for the financial year ended 31st March 2025, as recommended by the Board of Directors, if declared at the AGM, will be paid on or before 20th August 2025 to the Members whose name appear, subject to deduction of tax at source:
 - a) as beneficial owners of the shares as per the list to be furnished by the depositories in respect of the shares held in demat form on the closing hours of business on 18th July 2025 (“Record Date”); and ‘
 - b) as Members in respect of shares held in physical form, after giving effect to all the valid transmission requests lodged with the Company/Registrar as of the close of business hours on 18th July 2025 (“Record Date”).
- SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 03rd November 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/687 dated 14th December 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated 16th March 2023 and SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated 17th November 2023) has mandated that with effect from 01st April 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
- Further, relevant FAQs published by SEBI on its website can be viewed at the following link: <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doFaq=yes>.
10. Pursuant to the Income Tax Act, 1961 as amended by Finance Act, 2020, dividend income will be taxable in the hands of shareholders effective from 1st April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to visit <https://incometaxindia.gov.in/Pages/acts/income-tax-act.aspx>. The shareholders are requested to update their PAN with the Company's Registrar (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

11. For Resident shareholders, taxes shall be deducted at source under Section 194 of the Income Tax Act, 1961 as below:-

- a) Shareholder having valid PAN: - 10% or as notified by the Government of India.
- b) Shareholder not having valid PAN: - 20% or as notified by the Government of India.

However, no tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be received by them during the Financial Year does not exceed ₹ 10,000/-. There may be cases where resident individual shareholders having valid PAN and who is not liable to pay income tax. They can submit a yearly declaration in Form No. 15G/15H along with PAN copy, to avail the benefit of non-deduction of tax at source, by sending an E-mail to investors@newgensoft.com on or before 11:59 P.M.(IST) on 25th July 2025. For FAQs on TDS deducted on Dividend, members can visit Company's website: <https://newgensoft.com/company/investor-relations/>.

In case of Non-resident, shareholders taxes are required to be withheld in accordance with the provisions of Income Tax Act, 1961, at the rate in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. Non-resident shareholders can avail beneficial rates, if applicable under any applicable laws, under tax treaty between India and their country of residence, subject to providing necessary documents i.e. (a) No Permanent Establishment and Beneficial Ownership Declaration; (b) Tax Residency Certificate; (c) Form 10F along with copy of PAN duly attested by the shareholder or any other document which may be required to avail the tax treaty benefits. The aforesaid declarations and documents need to be submitted by sending an E-mail to investors@newgensoft.com on or before 11:59 P.M. (IST) on 25th July 2025.

Beneficial Ownership: In case of Equity Shares held in the Company as a beneficiary; and which are not subject to TDS under Section 196 of the Act, the claimant shall submit self-attested copy of the documentary evidence supporting the exemption status along with self-attested copy of PAN Card.

Benefit under Rule 37BA(2) of the Income-tax Rules, 1962: In case where shares are held by intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders then intermediaries/ stock brokers and beneficial shareholders will have to provide a declaration under Rule 37BA (2) of the Income-tax Rules, 1962.

12. Members holding shares in electronic form are informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend(s). The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective depository participant of the Members. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest possible.

13. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act 2013, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Companies Act 2013, and the applicable rules.

Members who have not encashed their dividend pertaining to the financial year 2017-18 are advised to write to the Registrar & Share Transfer Agent of the Company on or before 01st September 2025 to claim dividends declared by the Company.

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as may be amended from time to time, the Company has uploaded the details of said unpaid and unclaimed amounts transferred to IEPF by the Company on its website at <https://ris.kfintech.com/> > Investor Services > Investor Support. Concerned Members are requested to claim dividend, if any, remaining unclaimed or unpaid.

The Members whose dividend is transferred to the IEPF Authority can claim the same from the IEPF Authority by following the procedure as detailed on the website of IEPF Authority <https://www.iepf.gov.in/>.

14. Members may utilize the facility extended by the Registrar for redressal of their queries including change of address, if any, by visiting at <https://karisma.kfintech.com/> and clicking on 'Investor Relations' section for query registration through free identity registration process. Members may also write at einward.ris@kfintech.com clearly mentioning their DP ID/ Client ID.

Members are hereby notified Company's RTA, KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), on the basis of SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/72) dated 08th June, 2023, have launched an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are requested to register / sign up, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting details. Quick link to access the signup page: <https://kprism.kfintech.com/signup>

Senior Citizens - Investor Support

As part of the initiative, Company's RTA in order to enhance the investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com . Senior Citizens (above 60 years of age) have to provide the following details:-

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

KPRISM Mobile App:

Mobile application for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. User are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query. QR code for accessing KPRIMS Portal:



15. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 04th August 2023 has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, in case a grievance is not redressed with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

Relevant details and circular in this regard are available on the website of the Company at <https://newgensoft.com/company/investor-relations/>.

16. In terms of Section 152 of the Companies Act, 2013, Mr. Diwakar Nigam (DIN: 00263222) Chairman & Managing Director of the Company, retires by rotation at the AGM and being eligible, offers himself for re-appointment. The Nomination & Remuneration Committee and Board of Directors of the Company recommend his re-appointment.
17. The Secretarial Auditor’s Certificate certifying that the Newgen Employees Stock Option Scheme – 2014, Newgen Software Technologies Limited Employees Stock Option Scheme – 2022 and Newgen Software Technologies Restricted Stock Units Scheme – 2021 of the Company is being implemented in accordance with the Regulation 13 of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and in accordance with the resolution(s) of the Members of the Company, the aforesaid certificates are available for inspection.
18. Members desiring any information/clarification on the Financial Statement or any of the resolutions as detailed in the Notice are requested to write to the Company on or before 23rd July 2025 through an E-mail to investors@newgensoft.com, specifying his/her name along with Demat account details. The same shall be suitably replied by the Company.

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which directors are interested under Section 189 of the Companies Act, 2013 and all other documents mentioned in the Notice will be available for inspection in electronic mode.

20. The Register of Members and Share Transfer Books of the Company for physical shareholders will remain closed on the day of 18th July 2025 for the purpose of this AGM.

21. The Annual Report along with the Notice of AGM is being sent to the Members, whose name appears in the register of members/depositories as at the closing hours of business on 20th June 2025.

Members may send an E-mail request at einward.ris@kfintech.com along with scanned copy of the signed request letter providing the E-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

22. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37, dated 16th March 2023 has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and nomination details by all Members holding shares in physical form. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated 17th November 2023, has done away with the provision regarding freezing of folios not having PAN, KYC and Nomination details and Referral of folios by the RTA/listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

The investor service requests forms for updation of said details viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14 are available on company’s website at <https://newgensoft.com/company/investor-relations/>. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

As per SEBI circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June 2024, the condition of furnishing or updating of ‘Choice of Nomination’ against your folio has been relaxed and any service request or grievance shall be entertained or payment of dividend etc. shall be made if all other mandatory information, except the Choice of Nomination, has been furnished.

However, the shareholders are encouraged, in their own interest, to provide or update the ‘Choice of Nomination’ against the folio for ensuring smooth transmission of securities

In view of the above, we urge the Members to submit the Investor Service Request form along with the supporting documents at the earliest. Members who hold shares in dematerialized form and wish to update their PAN, KYC and nomination details are requested to contact their respective Depository Participants.

23. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4/ISR-5 along with requisite supporting documents to Kfintech as per the requirement of the aforesaid circular and Kfintech shall issue a Letter of confirmation in lieu of physical securities certificate, which shall be valid for 120 days from the date of issuance. Further, SEBI vide its Circular No SEBI/HO/MIRSD/PoD-1/OW/P/2022/64923 dated 30th December 2022 has issued a guideline that if the security holder fails to submit demat request within 120 days from the issue of Letter of confirmation, RTA/ listed companies shall credit the securities to the Suspense escrow Demat account of the Company.

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/>.

24. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar.

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify their Depositories Participants (DPs) in respect of their electronic share accounts and the Company's Registrar (for shareholders holding shares in physical mode) of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

26. In the case of joint holders attending the meeting, member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

27. The recorded transcript of this AGM shall also be made available on the website of the Company at <https://newgensoft.com/company/investor-relations/notices-given-to-shareholders-by-advertisement/>, as soon as possible after the conclusion of the meeting.

28. Voting through electronic means / Remote e-voting:

- a) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility of voting through electronic means ("remote e-Voting" or "e-Voting during AGM") on all the resolutions set out in this AGM Notice, through remote e-Voting services provided by Kfintech.
- b) The facility for e-Voting will also be made available during the AGM and the Members attending the AGM who have not cast their vote by remote e-Voting shall be eligible to vote through the e-Voting system during the AGM. The Members who have cast their vote by remote e-Voting may also attend the AGM but shall not be entitled to cast their vote again.
- c) However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on "e-voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs to increase the efficiency of the voting process.
- d) 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. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- e) The remote e-Voting period commences from Tuesday, 22nd July 2025 at 9:00 A.M. (IST) and closes on Thursday, 24th July 2025 at 5:00 P.M. (IST).
- f) The remote e-voting module shall be disabled by Company's Registrar for voting at 5:00 PM (IST) on Thursday, 24th July 2025.
- g) The voting rights of Members shall be in proportion to their shares in the paid-up Equity Share capital of the Company as on the cut-off date.
- h) Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. In case of voting by both modes, vote cast through remote e-voting will be considered final.
- i) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he/ she is already registered with Kfintech for remote e-Voting then he /she can use his/her existing User ID and password for casting the vote.
- j) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may

follow steps mentioned below under “Login method for remote e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode.”





k) The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

- Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2: Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
- Step 3: Access to KFinTech e-Voting system for obtaining user id and password for members who have forgotten the User ID and password
- Step 4: Access to join the Meeting on KFin system and to participate and vote thereat.

Details for Step 1 are mentioned below:

(i) Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode

Type of Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. 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. 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. Click on company name i.e. Newgen Software Technologies or ESP i.e. KFin. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.

Type of Members	Login Method
	<p>3. Those not registered under IDeAS:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com. 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. 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. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. 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. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility: <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. Click on New System Myeasi. Login to Myeasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. 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. User not registered for Easi/ Easiest <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration.

Type of Members	Login Method
	<ul style="list-style-type: none"> ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none"> i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. 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. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of DPs	<ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. 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. iv. Click on options available against 'Newgen Software Technologies Limited' or 'KFin'. 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.

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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430 .
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details for Step 2 are mentioned below:

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

Type of Members	Login Method
Members whose e-mail IDs are registered with the Company / Depository Participant(s)	<p>A. Instructions for Members whose e-mail IDs are registered with the Company / Depository Participant(s)</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> <ul style="list-style-type: none"> i. Launch internet browser by typing the URL: https://emeetings.kfintech.com/. 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. iii. After entering these details appropriately, click on "LOGIN". 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. v. Members would need to login again with the new credentials. vi. On successful login, the system will prompt the member to select the "EVEN", viz., 'Newgen Software Technologies Limited' and click on "Submit".

Type of Members	Login Method
	<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>viii. 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 AGM 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>
Members whose e-mail IDs are not registered with the Company / Depository Participants(s)	<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 16th March, 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: https://kprism.kfintech.com/ 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>

Type of Members	Login Method
	<p>b) Through hard copies which are self-attested, which can be shared on the address below; or Name KFIN Technologies Limited Address Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.</p> <p>c) Through electronic mode with e-sign by following the link: https://kprism.kfintech.com/ Detailed FAQ can be found on the link: https://ris.kfintech.com/faq.html 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>

Details for Step 3 are mentioned below:

- (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<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE>IN12345612345678 Example for CDSL: MYEPWD<SPACE>1402345612345678 Example for Physical: MYEPWD<SPACE>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 https://evoting.kfintech.com, 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 evoting@kfintech.com. 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>

Details for Step 4 are mentioned below:

(IV) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting and will be available for 15 minutes after commencement of Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number through an E-mail to investors@newgensoft.com. Questions /queries received by the Company till 23rd July 2025 shall only be considered and responded during the AGM.
- vi. Only those Members, who are present in the AGM through VC/OAVM facility and have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis. However, members holding 2% or more shareholding (Large Shareholders), Promoters, Institutional investors, Directors, Key Managerial Personnel (KMP), Chairpersons of the Audit, Nomination & Remuneration and Stakeholder's Relationship Committee, Auditors, etc. are allowed to attend the AGM without restriction on account of first come first served principle.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS:

- I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. Visit on <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from 23rd July 2025 to 23rd July 2025. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com/>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from 23rd July 2025 to 23rd July 2025.
- III. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 18th July 2025, being the cut-off date, are entitled to attend the 33rd AGM and to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

29. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Anandan K, Manager at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
30. In terms of SEBI Listing Regulations, application for : (i) Deletion of name of the deceased member(s) where the shares are held in the name of two or more member(s) (ii) Transmission of shares to the legal heir(s)/representative(s), where deceased member was the sole holder of shares (iii) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more member has to be accompanied with a self-attested copy of their PAN along with the other required documents to the Company's Registrar irrespective of the value of the transaction. Members are requested to bear in mind the aforesaid requirements while communicating with the Company or Registrar for any of the purposes stated above. Section 72 of the Companies Act, 2013 provides for Nomination by the Members of the Company and the Members are requested to avail this facility.

31. 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), has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner
32. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same
33. The results declared along with the report of the Scrutinizer shall be placed on the Company's website at <https://newgensoft.com> and on the website of KFinTech at <https://evoting.kfintech.com> immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be submitted with the concerned Stock Exchanges i.e. BSE and NSE.
34. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the AGM i.e. 25th July 2025.

By order of the Board
For Newgen Software Technologies Limited

Date: 25.06.2025 **Aman Mourya**
Registered Office: E-44/13 Okhla Phase II, **Company Secretary**
New Delhi-110020 India **FCS: 9975**

EXPLANATORY STATEMENT(S) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM NO. 5

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. 01st April 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Kundan Agrawal & Associates Peer Reviewed Firm, Company Secretaries (Firm Registration Number S2009DE113700), as the Secretarial

Auditors of the Company for a period of five years, commencing from financial year 2025-26 till financial year 2029-30, subject to approval of members at the ensuing 33rd AGM.

M/s Kundan Agrawal & Associates has provided its consent to act as the Secretarial Auditor of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

Profile: M/s Kundan Agrawal & Associates, a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi established by CS Kundan Agarwal in the year 2009 as a sole Proprietorship Firm. The firm has experience in various Secretarial matters, listing compliances, Due Diligence, Compliance Audit, Corporate Governance Audit, Corporate Restructuring, FEMA, RBI, and all types of Company Law related compliances/ advisors.

Basis of recommendations: The Board after taking into account the eligibility, qualification, experience, independent assessment and expertise of M/s Kundan Agrawal & Associates and the certificate submitted by them, was of the opinion that they are qualified to be appointed as the Secretarial Auditors of the Company in accordance with the Listing Regulations.

Terms and conditions of appointment & remuneration

- a) Term of appointment: Five (5) consecutive financial years from 01st April, 2025, to 31st March, 2030.
- b) Remuneration: Rs.2,25,000/- (Rupees Two Lakh Twenty Five Thousand) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for financial years ending 31st March, 2026 and 31st March, 2027. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. Additional fees for any other certifications, or related and eligible professional services as may be assigned by the Company from time to time shall be determined by the Board or any officer authorized by the Board, in consultation with the Auditor.

In addition to the remuneration, the Secretarial Auditor shall be entitled to receive the out of pocket expenses as may be incurred by them during the course of the Audit or issuance of any other certificate or report or opinion.

Fee for subsequent year(s): to be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

None of the Director(s) and Key Managerial Personnel of the Company and their relative(s) has any nature of concern or interest, financial or otherwise, directly or indirectly, in respect of the proposed resolution stated as item no.5 of this notice.

The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Members.

By order of the Board
For Newgen Software Technologies Limited

Date: 25.06.2025 **Aman Mourya**
Registered Office: E-44/13 Okhla Phase II, **Company Secretary**
New Delhi-110020 India **FCS: 9975**

DETAILS OF THE DIRECTORS SEEKING REAPPOINTMENT AT THE 33RD ANNUAL GENERAL MEETING

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

Name of Director	Mr. Diwakar Nigam (DIN: 00263222)
Item No.	Item No. 4
Date of Birth	12 th October 1954
Age	70 years
Nationality	Indian
Qualification	He holds a bachelor's degree in science from the University of Allahabad; master's degree in science (Mathematics) from the Indian Institute of Technology, Delhi, and a master's degree in technology (Computer Science) from the Indian Institute of Technology, Madras.
Experience (in years)	He co-founded Newgen in 1992. He has 49 years of experience in the field of Information Technology industry. Prior to joining the Company, he promoted Softek Private Limited and was associated with it for about 14 years. Mr. Nigam holds bachelor's degree in science from the University of Allahabad, master's degree in science (Mathematics) from IIT-Delhi and master's degree in Technology (Computer Science) from IIT-Madras.
Terms & Conditions for Appointment/ Re-appointment	No change in his previous terms of re-appointment as Chairman & Managing Director, approved by the members.
Details of Remuneration sought to be paid	No change in the remuneration as previously approved by the members during re-appointment as Chairman & Managing Director.
Last Remuneration (Including Commission) (2024-25)	Rs. 7,78,05,084/-
Date of first appointment on the Board	1 st April 1993
No. of shares held in the Company as on date of this notice.	3,13,49,464
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Spouse of Mrs. Priyadarshini Nigam, Whole-time Director of the Company.
No. of Board Meetings attended/ held during Financial Year (2024-2025)	Number of Board meeting held: 6 Number of Board meeting attended: 5
Directorship held in other Companies (Only Listed Companies are considered)	Nil
Chairman/ Member of the Committee of the Board of Directors of our Company	1. Stakeholders' Relationship Committee (Member) 2. Risk Management Committee (Member) 3. Finance & Operations Committee (Member)
Committee position held in other listed companies. (*Only Audit Committee and Stakeholders' Relationship Committee memberships in equity listed companies have been considered)	Nil
Listed entities from which the Director has resigned from Directorship in last three (3) years	Nil

Content with Context Processes with Intelligence



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Forward-looking statements

Some information in this report may contain forward-looking statements which include statements regarding Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking words such as "believe," "plan," "anticipate," "continue," "estimate," "expect," "may," "will" or other similar words. Forward-looking statements are dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Content with **Context** Processes with **Intelligence**

In a world where speed, accuracy, and context define business success, enterprises are rapidly rethinking how they manage content and orchestrate their critical processes. As an innovative and purpose-driven software firm, we develop solutions that integrate intelligent automation and contextual awareness, converting operations into interconnected and flexible ecosystems.

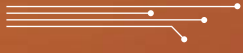
Our solutions are designed with the future in mind. Our specially designed platforms enable businesses to move more quickly, work more intelligently and expand with assurance, whether they are used in cloud, on-premises or hybrid settings. With extensive vertical experience in BFSI, Government, Healthcare, and Shared Services, we contribute information to all tiers of the business, contextualising

content, optimising workflows and encouraging the growth of human creativity.

We are reshaping how businesses connect, decide and lead. Because in a world of accelerating change, it is about having the right context, and the intelligence to act on it.



Key HIGHLIGHTS



Strong growth across all key markets



APAC (59% YoY), US (20% YoY), India (14% YoY), and EMEA (11% YoY)

Building a large customer portfolio



87 customers over ₹ 50mn billing

Employee base



~4,600

Focus on innovation



55 patent filed, 25 approved as of date

New logos



62

Key Financial Highlights (FY'25):

₹ 14,869
million



Revenues

↑ 20%
YoY growth

₹ 8,337
million



Annuity Revenues¹

↑ 56%
of Revenues

₹ 3,762
Million



EBITDA

↑ 31%
YoY growth

₹ 3,152
million



Profit After Tax

↑ 25%
YoY Growth

₹ 15,164
million



Networth

₹ 2,150
million



Cash flow from Operations

Our Accolades



Recognized as a **Great Place to Work – Certified™ in India** for the period December 2024 to December 2025



Recognized by Forbes Asia as one of the **200 Best Under a Billion Software & Services Organizations**



Newgen CSR has been honored with the **“CSR & Sustainability Award 2025”** at the 21st Annual National Business & Community Conclave & Awards on **“Mission Viksit Bharat @2047”** in the Education category

⁽¹⁾Annuity revenues comprise of ATS/AMC, Cloud/Subscription and Support revenue streams

Know our PLATFORMS



AI Powered Digital Transformation Platform: **NewgenONE**

NewgenONE is a unified AI-enabled low code platform for automating the end-to-end process and comprehensively managing content and communications, backed by AI-based cognitive capabilities, strong governance and robust integration ecosystem.

It facilitates seamless information flow across the organization by connecting the front-office, mid-office, and back-office. Moreover, the platform drives intelligence into operations for rapid innovation and responsiveness.

The integrated product suite, with capabilities such as intelligent process automation, content management, communication management, and GenAI, enables the automation of thousands of applications and processes enterprise wide.

AI Contextual Content Services (ECM), AI powered Process Automation (BPM), AI Omnichannel Customer Engagement (CCM), AI Low Code Application Development, Agentic AI and Artificial Intelligence and Data Science, are the main offerings of the NewgenONE platform. Newgen has seamlessly integrated emerging technologies such as Robotic Process Automation (RPA), Cloud, Artificial Intelligence (AI), Machine Learning (ML), and Generative AI into its platforms and solutions.

Our platform automates business needs that are complex, content-driven, and involve sophisticated, omnichannel customer interactions. We possess multi-vertical industry expertise and provide purpose-built applications to meet the requirements of many different verticals.

Newgen : Enterprise-wide unified low code digital transformation platform

NEWGENONE					
Digitize	Process & Adapt	Communicate	Data Science	Low-Code	AI-Agents
AI Contextual Content Services (ECM) OmniDocs	AI Process Automation (BPM) iBPS	AI Omnichannel Customer Engagement (CCM) OmniOMS	AI and Data Science	AI Low-code Application Development	Agentic AI
Manage content lifecycle efficiently and connect content with business	Automate, monitor, and optimize end-to-end customer journeys	Drive real time personalized engagement across touch points	Leverage AI to accelerate Innovation and enhance operational intelligence	Compose enterprise-grade applications at speed and scale	Boost conversations, personalize interactions and elevate CX
Content Management	Business Rules Management	Communication Designer	Automated Data Science	Application Studio	Productivity Platform
Content Integration	Dynamic Case Management	Communication Distribution	Data Fusion Hub	Date Model Designer	Conversion Intelligence Platform
Content Classification	Process Insights	Communication Generation	Data Visualization	Enterprise Mobility	Growth Intelligence Platform
Enterprise Search	Process Modeling	Communication Monitoring	Deployment and Monitoring Server	Low-Code DevOps	
Intelligent Extraction	Process Orchestration	Communication Templates	Model Development Studio	User Interface Designer	
Multi-channel capture	Reporting and Analytics	Digital and Social Sensing	Research and Collaboration Hub		
Records Management	RPA				
OmniDocs Workdesk	Personalized user workspace				
Messaging Centre					
Content Migration					

AI Contextual Content Services (ECM)

Newgen's Contextual Content Services platform efficiently manages the content lifecycle with AI, ensuring secure access to content anytime, anywhere. The platform offers smart tools to capture content from multiple sources, manage it in a secure centralized repository, and make information accessible across content-centric processes.

The platform connects content with context and enables organizations to go digital. It helps in deriving real-time outcomes through automated processing of documents and digital media in content centric processes. Furthermore, it helps enterprises mitigate business risks by ensuring compliance with regulatory requirements and safeguarding business-critical information.

AI-powered Process Automation (BPM) platform

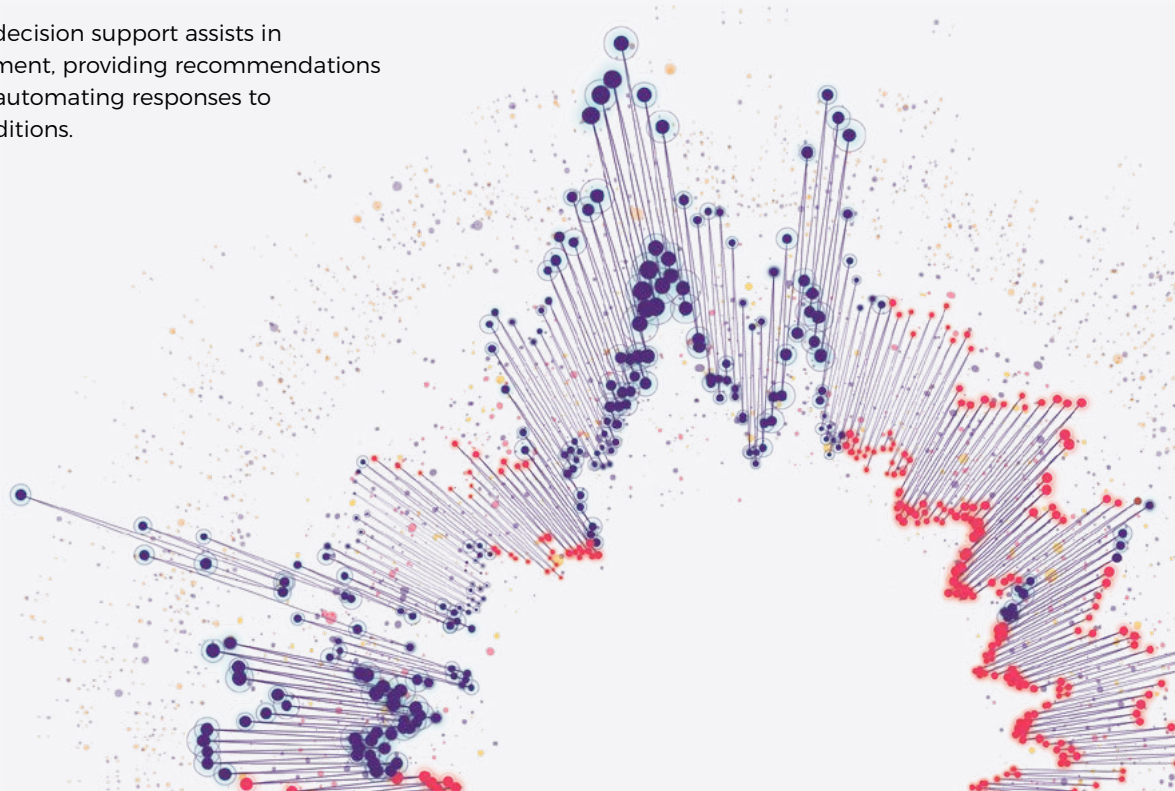
Newgen's intelligent process automation platform rapidly automates end-to-end customer journeys with AI for smarter operations and transformed experiences. It helps in designing, executing, monitoring, and optimizing processes that helps in decreasing process turnaround time, streamlining business processes, providing contextual information, and delivering an omnichannel experience to satisfy the requirements of customers.

AI-enabled contextual decision support assists in dynamic case management, providing recommendations for complex cases and automating responses to changing business conditions.

AI Omnichannel Customer Engagement (CCM) platform

Newgen's Omnichannel Customer Engagement (CCM) platform, reinvents customer experiences by delivering personalized, content-rich communications, while tapping into various cross and up-sell opportunities across e-mail, SMS, web, print, and more. From a single centralized platform, organizations can design, manage, and distribute end-to-end communications. It is cloud-friendly with containerization support on AWS and Azure platforms. The container architecture enables organizations to leverage cloud infrastructure for faster time-to-market, reduced infrastructure costs, and improved communication generation performance.

Newgen Omnichannel Customer Engagement solutions leverage AI and GenAI to design engaging, intelligent customer communications using user-friendly, ready-to-use templates that do not require any coding. The platform configures AI-driven responsive communications and applies advanced personalization rules, all while ensuring security and compliance. It seamlessly migrate templates from legacy CCM systems to the modern, AI-powered cloud-based OmniOMS platform, ensuring efficiency and scalability.



AI Low Code Application Development

Low Code Application Development enables rapid creation of complex, mission-critical applications with enterprise-grade sturdiness and built-in agility, leveraging low-code across process, content, communication, and AI.

Artificial Intelligence and Data Science

Newgen, with its AI Cloud platform, automates the entire life cycle of data science projects. By leveraging an intuitive AI Studio, the platform increases productivity, fosters collaboration, and speeds up data science project execution to accelerate data to insights journey.

The platform empowers citizen and expert data scientists to:

- 1) Offload low-value, time-consuming data related tasks
- 2) Automate the complete model lifecycle to run without any human intervention
- 3) Utilize AI at the user level instead of just segment level
- 4) Hide distributed computing complexities at the back end

NewgenONE AI Agents

Newgen Agentic AI engages with businesses to resolve challenges across customer journeys. The agents enhance conversions, elevate customer experience, deliver personalized interactions, and boost productivity across business operations.

NEWGENONE
Lum'n

An AI agent that helps financial institutions identify revenue growth opportunities by analyzing customers behavior. Its conversational AI capabilities simplify data analysis, while a low code environment enables rapid deployment and experimentation

NEWGENONE
HARPER

An AI agent that helps organizations audit 100% of their calls, highlight what customers want, and provide them with clear steps to improve conversations. It enables organizations to simplify sales and enhances the customer experience.

NEWGENONE
Marvin

An AI agent that is ideal for automating routine tasks and processes. Its advanced AI capabilities enable it to streamline operations, perform data entry and reduce errors with remarkable accuracy, while enhancing overall productivity.

Our SOLUTIONS



Our purpose-built solutions, powered by our platform and deployed across cloud, on-premises, or hybrid environments, streamline end-to-end processes and help future-proof an organization.

We provide vertical solutions in Banking and Financial Services, Insurance, Government/ PSU, Healthcare, Shared services and other industries.

Newgen's vertical specific use-cases



BANKING

- Customer Onboarding
- Campaign Management & Marketing
- Risk Workbench
- Loan/Credit Origination
- Lead Management
- Collections
- e-Stateminting
- Customer Portal/App
- Peer-to-peer lending
- Trade Finance
- Financial Needs Analysis
- FATCA/CRS
- Unified Customer View
- SRM & Dispute Resolution
- CTS
- Relationship Manager Cockpit
- Ops Workbench
- Product Configuration



INSURANCE

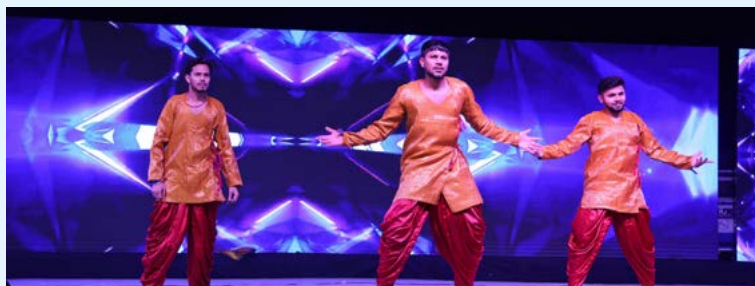
- FNOL & Claims Processing
- Unified Customer View
- Quotation, Proposal & Illustration
- SRM & Dispute Resolution
- Ops Workbench
- Customer Onboarding
- Campaign Management & Marketing
- Unified Customer View
- Advisor/Agent Onboarding
- Lead Management
- Policy Underwriting Workbench
- Quote 2 Bind
- Product Configuration
- Customer Portal/ App



OTHER ENTERPRISES

- Account Payable
- Lead Management
- Project & ROI Management
- Contract Management
- Account Receivables
- Data Quality Management
- Vendor/ Supplier Portal
- Centralized Expense Management
- Risk Workbench
- e-Invoicing
- Tech & Project Management
- HR Process & Records Management
- B2B Customer Service
- Digital Marketing & Lead Management
- Quotation, Proposal & Illustration
- Product Configuration
- Customer Portal/ App
- Unified Customer View
- Advisor/Agent Onboarding
- Collections
- Vendor Ecosystem Service Management
- Ops Work Bench
- Campaign Management & Marketing

Glimpses of the LAST YEAR





Key RECOGNITIONS

Forrester



Recognized as **'Leader'** in the **Forrester Wave™: Content Platforms**, Q1 2025



Recognized by Forrester among notable vendors in **'The Low-Code Platforms For Professional Developers Landscape'**, Q4 2024



Recognized in the Forrester Wave™: **Task-Centric Automation Software**, Q4 2024



Recognized in Forrester's **The Task-Centric Automation Software Landscape**, Q3 2024



Recognized in Forrester's **The Content Platforms Landscape**, Q3 2024



Recognized in Forrester's **P&C Claims Management Systems Landscape** on Q1 2024



Recognized in the **Forrester The Master Data Management Solutions Landscape**, Q1 2025

Gartner



Recognized as a **'Niche Player'** in the **Gartner® Magic Quadrant™ for Enterprise Low-Code Application Platforms (LCAP) 2024**, fifth time in a row*



Recognized in the **Gartner® Magic Quadrant™ and Critical Capabilities for Document Management**



Recognized in the **Gartner® Market Guide for State and Local Government Grant Management Solutions**



Recognized in the **Gartner® 2024 Market Guide for Commercial Loan Origination Solutions**



Recognized by Forbes Asia as
one of the **200 Best Under a
Billion Software & Services
Organizations**



Newgen CSR has been honored
with the **"CSR & Sustainability
Award 2025"** at the 21st Annual
National Business & Community
Conclave & Awards on **"Mission
Viksit Bharat @2047"** in the
Education category

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Chairman and Managing Director's MESSAGE



FY 2024-25 witnessed healthy and broad-based financial performance. We reported consolidated revenues of ₹14,869 million, a 20% year-on-year growth. This performance was supported by robust license revenue growth of 41% and implementation services growth of 25%, showcasing sustained customer confidence in our platforms and delivery capabilities. These are expected to generate further downstream revenues moving forward.

**₹ 14,869
million**

Revenue

**₹ 3,152
million**

Profit after tax



Diwakar Nigam

Chairman and Managing Director

Dear Stakeholders,

As we present our Annual Report for FY 2024-2025, I am proud to reflect on a year of innovation, customer success and strategic growth at Newgen. The year was marked by healthy revenue growth, margin expansion and a growing recognition beyond borders. We continued to anchor our strategic priorities with our core mission of enabling organizations realise the full potential of digital technology to augment their business outcomes. Across every vertical, geography and offering, our teams operated with the intent of adding measurable value, be it through enriching customer experiences, operational excellence or delivering meaningful insights through intelligent automation.

Our Performance at a Glance

FY 2024-25 witnessed healthy and broad-based financial performance. We reported consolidated revenues of ₹14,869 million, a 20% year-on-year growth. This performance was supported by robust license revenue growth of 41% and implementation services growth of 25%, showcasing sustained customer confidence in our platforms and delivery capabilities. These are expected to generate further downstream revenues moving forward.

Our annuity revenues, comprising ATS/AMC, subscription-based licenses and support, stood at ₹8,337 million, which is 56% of our total revenues. These recurring streams reflect the engagement of our platform and the increasing scale of our long-term engagements.

Growing Beyond Borders

We continue to broaden our presence across global markets. The Asia-Pacific region emerged as our fastest-growing geography with 59% YoY revenue growth, driven by large government and BFSI orders. India and EMEA continued to serve as crucial pillars, contributing significantly to our revenues. The US business is gaining strategic momentum and witnessed strong growth of 20% YoY in revenues. We have seen some early success with deal wins, especially in the insurance sector, during the last quarter of the year in this region. We expect these early wins to open the door to broader regional adoption.

We are also enhancing our global delivery capability and brand presence by expanding our partner ecosystem, working closely with system integrators, consultants, regional experts and independent software vendors to further scale our reach and impact. Our diversified presence shields us from geographic risks and strategically positions us to capitalize on digital

transformation mandates across a broad spectrum of markets.

Customer-centric Value Creation

At Newgen, focus on client success continues to be our guiding priority. Our approach is rooted in delivering end-to-end transformation, not just functional automation. We continue to nurture long-term relationships that evolve from single-use cases to multi-platform engagements across business units.

The year witnessed the addition of 62 new logos and a notable augmentation in the number of high-value clients. We have 87 customers now with billing of over ₹50 million in FY 2024-25, up from 65 of the previous fiscal year. This rise in high value clients reflects deeper trust, heightened platform adoption and our ability to support the ambitions of our esteemed clientele.

Innovating with Purpose

Innovation continues to be the bedrock of Newgen's strategic vision. In FY 2024-25, we implemented significant steps in our AI-first roadmap. Building on our vision of intelligent digital transformation, we embedded advanced AI including Generative AI, Machine Learning and Large Language Models into the NewgenONE platform, in order to execute advanced automation, data-driven decision-making and personalised experiences.

We launched a suite of proprietary AI agents:

- LumYn, a growth intelligence agent for predictive analytics and early warning systems.
- Harper, a conversion intelligence agent for customer engagement and sales acceleration.
- Marvin, a productivity agent that enhances efficiency across application development, process orchestration and content workflows.

More than mere advancements, these innovations mark a shift in our ability to anticipate customer requirements and design next-generation cutting-edge digital experiences.

The Heart of Our Success

At Newgen, our employees continue to be the foundation of everything we achieve. With a global workforce of 4,600 professionals, our diverse team truly embodies our values of innovation, ownership and excellence.

We are committed to nurturing talent, leadership capabilities and a culture of collaboration within our organization. During the year, we welcomed seasoned professionals across delivery, engineering and go-to-market roles to bolster our execution capabilities. The honor of being named a Great Place to Work further validates our belief that organizations succeed when its people feel valued and empowered.

Making a Difference, Together

Our belief at Newgen is centered on scaling responsibly. We hold the view that technology must serve a higher purpose, one that extends beyond efficiency. We believe in its utilization to create equity, access and opportunities for all. Our CSR initiatives remain focused on education, digital literacy and community development. During the fiscal year, we were honored with the CSR and Sustainability Award 2025 in the Education category for our sustained dedication towards creating holistic and measurable impact.

Prepared for the Future

The world is undergoing a digital transformation and we look at it as a significant opportunity. Across sectors, organizations are redesigning their systems, services and strategies for a connected and AI-

powered future. Newgen is prepared to lead this transformation by building intelligent platforms, forging deeper relationships and creating lasting value for all stakeholders.

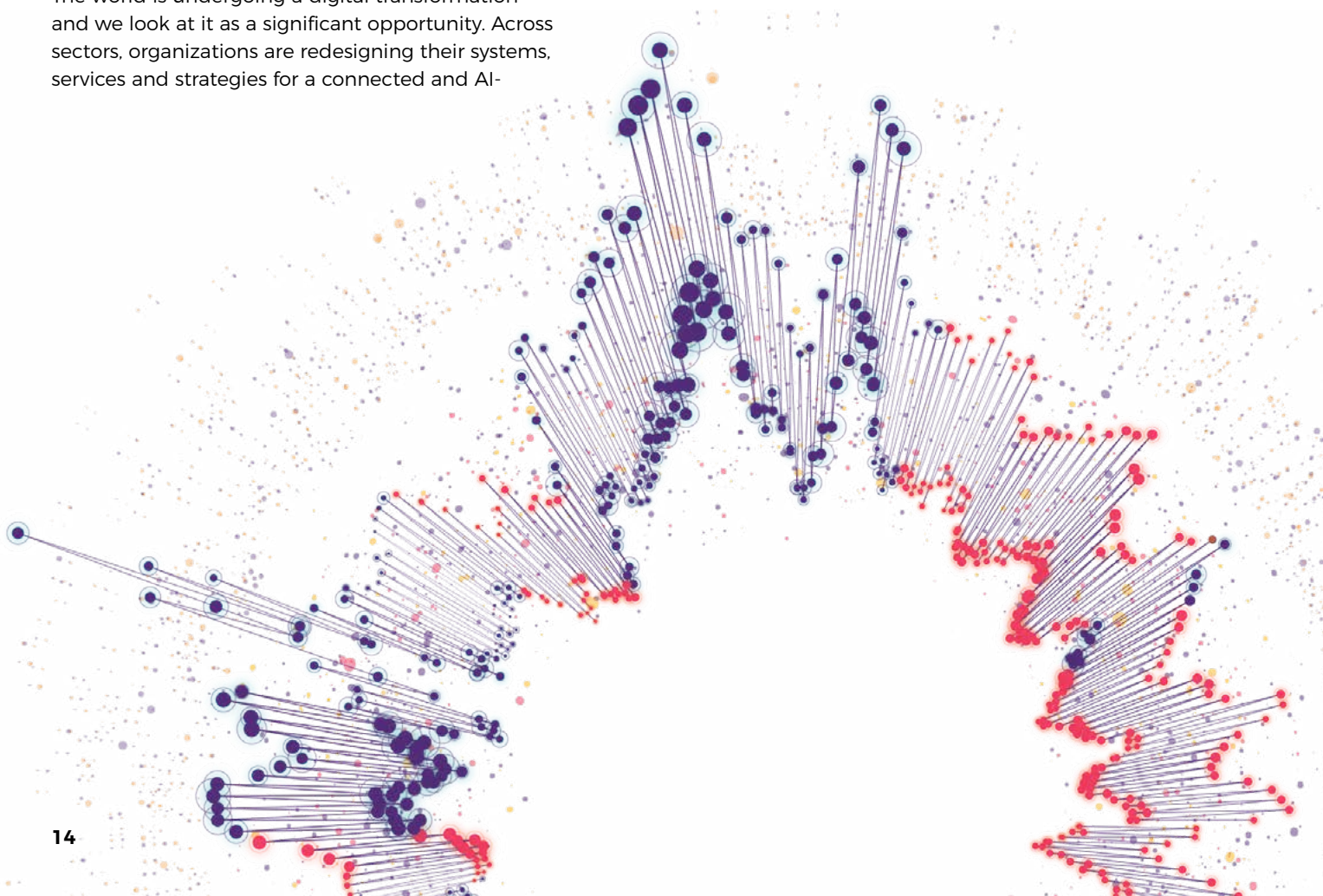
As we step into FY 2025-26, our focus will be on strengthening our product leadership, widening our market presence and enhancing our customer value proposition. I am confident that with our people, partners and purpose driving us forward, we are well positioned to embark on the next phase of our growth.

I would like to take this opportunity to express my gratitude to our customers, employees, investors and partners for your sustained trust and confidence in us. The journey ahead is exciting and I look forward to all that we will achieve together.

Warm regards,

Diwakar Nigam

Chairman and Managing Director





CEO's MESSAGE



This year, we have strongly invested in AI-led initiatives across our product suite. AI is now a core part of every feature of our products. Newgen is leveraging AI to drive digital transformation across industries, offering platforms, and tools that enhance efficiency, decision-making, and customer engagement. From AI-powered onboarding and credit decisioning tools to risk management platforms, we focused on creating solutions that enable banks to serve their customers with greater agility, security, and insight.



Virender Jeet
Chief Executive Officer

Dear Stakeholders,

I am pleased to share the progress and performance of our Company for FY 2024–25. This has been a defining year, marked by strong revenue growth, purposeful innovation, and a sharpened focus on delivering value to our customers through our product ecosystem.

At the heart of our strategy is a deep commitment to building products and solutions that solve real problems and enhance our customers' journey.

This year, we have strongly invested in AI-led initiatives across our product suite. AI is now a core part of every feature of our products. Newgen is leveraging AI to drive digital transformation across industries, offering platforms and tools that enhance efficiency, decision-making, and customer engagement. From AI-powered onboarding, and credit decisioning tools to risk management platforms, we focused on creating solutions that enable banks to serve their customers with greater agility, security, and insight. We launched our AI Agents - LumYn, Hyper, and Marvin to handle complex decision making in real time.

Keeping innovation focus in mind, we filed for 10 patents during the year, with total patent filings adding up to 55. Today, we proudly have 25 patents in our name.

Our revenues grew steadily across geographies, driven by an expanding customer base, deeper product adoption, increased wallet share from existing clients and development of new and improved use cases. We added 62 New Logos during the year, as well as expanded the large customer billings.

Behind these achievements is our team. Their talent, agility, and dedication have been instrumental in navigating complexity, scaling operations, and building with a clarity of purpose. As we evolve, we continue to invest in our people—fostering a culture of ownership, learning, and innovation. A feather in the cap this year has been the Great place to work certification that we received in December 2024.

We are also very passionate about our community building initiatives. As a result of our ongoing initiatives, Newgen CSR has been honored with the "CSR & Sustainability Award 2025" at the 21st Annual National Business & Community Conclave & Awards, on "Mission Viksit Bharat @2047" in the Education category.

Looking ahead, we remain focused on our long-term vision: to be the first choice of every growing business globally, with our cutting-edge products and innovative solutions. Our product roadmap is aligned to the emerging needs in automation, compliance, and digital transformation—and we are excited about the possibilities these new frontiers will open up for us and our customers.

Thank you for your continued trust, partnership, and belief in our journey. We enter the new fiscal year with strong momentum, robust product roadmap, and an unwavering confidence in our ability to deliver long-term value to our clients, partners, and stakeholders.

Warm regards,

Virender Jeet
Chief Executive Officer

Creating an IMPACT

Financial Performance (Consolidated)

Revenue

(₹ in Millions)

14,869

FY 25	14,869
FY 24	12,438
FY 23	9,740
FY 22	7,790
FY 21	6,726

EBITDA*

(₹ in Millions)

3,762

FY 25	3,762
FY 24	2,883
FY 23	2,122
FY 22	1,947
FY 21	1,919

PAT

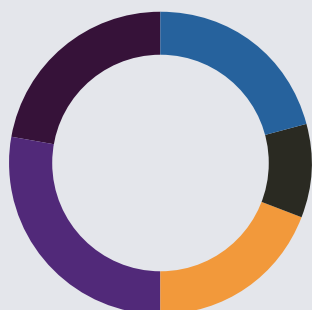
(₹ in Millions)

3,152

FY 25	3,152
FY 24	2,516
FY 23	1,770
FY 22	1,642
FY 21	1,265

FY'25 Revenue Streams by Segment

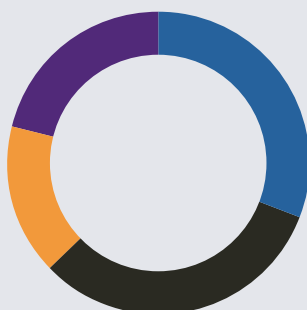
(%)



- 21 Sale of Products
- 10 SaaS
- 19 ATS/AMC
- 28 Support
- 22 Implementation & Scanning

FY'25 Revenue Concentration by Geography

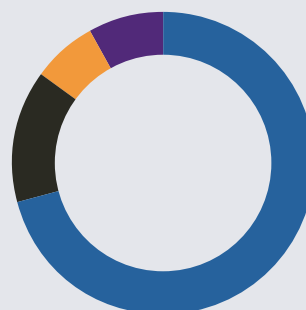
(%)



- 31 India
- 32 EMEA
- 16 APAC (Ex India)
- 21 USA

FY'25 Revenue split by vertical

(%)



- 71 Banking
- 14 Insurance & Healthcare
- 7 Government
- 8 Others

*Excluding other income

Built on INTELLIGENCE



Innovation is embedded in the very fabric of our organization. At the intersection of technology, customer insight, and market foresight, our innovation strategy powers every stage of our product development lifecycle.

The last year marked a defining shift for Newgen, from adopting AI capabilities to building an AI-First foundation across our product portfolio. This year, we didn't just integrate new technologies, we absorbed, adapted and innovated in ways that delivered meaningful value to our customers. Trust forms the foundation of all innovation-ensuring secure deployment, responsible data handling, and explainable AI outcomes.

We absorbed cutting-edge technologies such as Generative AI, Machine Learning, and Large Language Models (LLMs), embedding them deeply into the NewgenONE platform including:

- GenAI-infused Low Code Data Science Studio and IDP Studio
- AI-enhanced process modeling, dashboards, communications, and case handling
- Deep content understanding through LLMs trained on enterprise documents.

We adapted these technologies to work seamlessly within enterprise, regulated environments, tailoring them for BFSI, Government, and Healthcare sectors.

The year also marked the introduction of our AI Agents -

- **LumYn:** A Growth Intelligence Platform combining machine learning and GenAI for hyper-personalized insights
- **Harper:** A Conversion Intelligence Platform optimizing contact center and sales workflows
- **Real-time** content ingestion, content creation, and content-led decision-making solutions.

We are consistently investing in learning and development for new technological developments, customer requirements, new solution areas, UI/UX etc. Our Company has filed 55 patents, of which 25 patents are approved as of date.

Newgen's AI-first strategy is built on absorbing emerging technologies, adapting them with purpose, and innovating with customer outcomes in mind. We are making progress across sectors and geographies; the journey is ongoing. Our focus remains on delivering trusted, explainable AI solutions that create real business value and long-term impact.



Driven by Customer SUCCESS



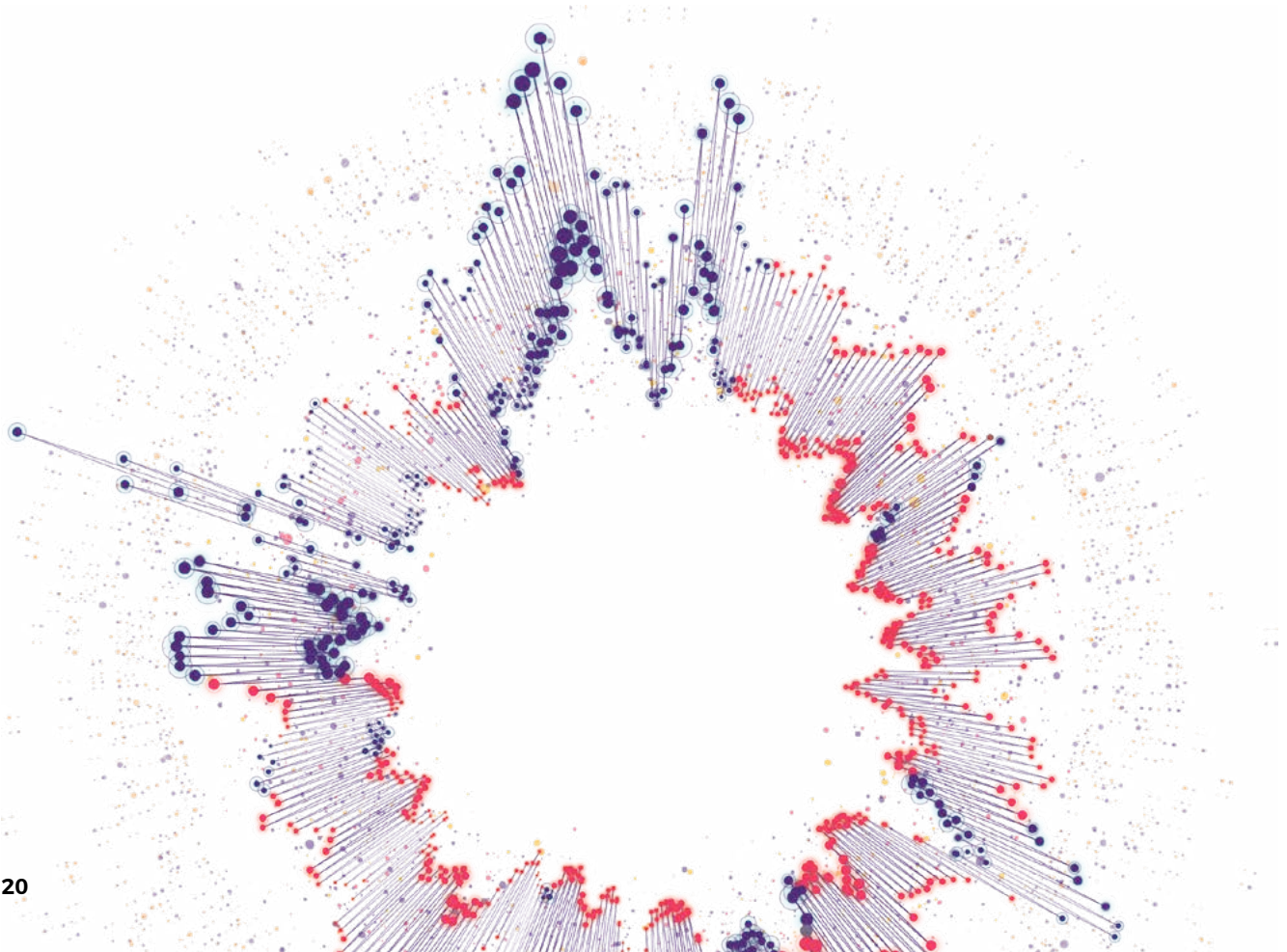
At Newgen, our go-to-market strategy is built around the customer journey – placing customer needs, behaviors, and outcomes at the center of how we position, sell, and scale our products.

We map the complete customer journey – from awareness to adoption – using data and feedback to tailor interactions at every touchpoint. The cross-functional alignment between sales, marketing, and customer success ensures continuity and best experience with the customer.

As part of our future strategy, we have clearly defined our charters within priority verticals across geographies and interventions. While our platform has global capabilities, we've worked to ensure contextual relevance across regions including North America, India, MEA and APAC regions.

We continue to strengthen our presence in new and existing markets by investing in the ecosystem, building stronger teams and forging strategic partnerships. These include collaborations with technology partners, global system integrators, consulting and advisory partners, Value-added channel partners and Independent software vendors etc.

We continue to be well entrenched in our traditional markets - India, Middle East, Africa and other Asian countries , while actively focusing on expanding our presence in the mature markets of US, Europe and Australia.



Newgen

A GREAT PLACE TO WORK

Building a Workplace Where People Thrive: Our Journey to Excellence

This year, Newgen Software Technologies Limited embarked on an ambitious journey to become a **Great Place to Work™** (GPTW), a globally recognized benchmark for workplace culture. We are proud to announce that we became a Great Place to Work certified organization, with strong employee participation, reflecting high trust and engagement.

At Newgen, we are committed to continuing our journey towards excellence enhancing employee experiences, fostering a culture of growth, recognition, and well-being that empowers our people to thrive. Our leadership is committed to fostering a positive, inclusive, and high-trust environment where employees feel valued, recognized, and empowered.



Embracing Diversity and Inclusion

At Newgen, we recognize that a diverse and inclusive workforce is crucial to driving innovation, enhancing employee engagement, and fostering a culture that reflects our values. As part of our ESG vision, we aim to achieve higher female representation in our workforce by 2030. We have embarked on several initiatives under the stewardship of DEI Council such as Embracing Diversity & Inclusion sessions for all new joiners, refresher programs for existing staff, Mentorship Programs etc. We successfully felicitated twenty-eight women leaders who completed our flagship Mentorship program i.e., WINGS (Women Inspired Networking and Guidance for Success) aimed at providing mentorship and support to women in leadership positions and aspiring to become future leaders, ensuring better representation and opportunities for growth.

Icare: Empowering Employee Well-being Through Holistic Support

At Newgen, we are committed to cultivating a workplace where well-being is woven into the fabric of our culture. Launched as a cornerstone of our employee wellness framework, **Icare** is designed to provide confidential, accessible, and comprehensive support to Newgen employees and their immediate family members. Through iCare, we reinforce our commitment to supporting our employees holistically—nurturing their mental, physical, and emotional well-being. By continuing to invest in initiatives like Icare, we not only nurture a healthier workforce but also empower our people to bring their best selves to work, every day.

Key features of Icare include:



Newgen's Rewards & Recognition Program

At Newgen, we believe that our people are our greatest strength. Our Rewards & Recognition (R&R) policy is designed to celebrate achievements, honor commitment, and inspire a culture of excellence. The R&R framework is built around acknowledging employees for **Driving Growth and Success, Fostering a Culture of Appreciation and Co-creating and Exemplifying Newgen's Core Values**. This year marked the introduction of Newgen Long Service Awards, a new category in our R&R policy. The Long Service Awards embody Newgen's inclusive and appreciative ethos, celebrating not just the years of service but the meaningful legacy each individual builds.

In the reporting year, Newgen proudly recognized:

4500+



Instant Award Recognitions

280+



Long Service Recognitions

120+



Annual Awards Recognitions

830+



Non-monetary Recognitions



Empowering Change through Cultural Transformation

At Newgen, we understand that cultural transformation is paramount to our continued success. We are committed to aligning our internal systems, processes, and policies with our core values and **Newgen Tenets: Leading Self, Leading Others, Accountability and Ownership, Customer Centricity, and Global Mindset.** Through an immersive, interactive workshop, we are actively engaging all Newgenites to embody these tenets and drive forward our Vision.

Upholding Ethics and Compliance

At Newgen, we hold ourselves to the highest standards of ethics and compliance. We are committed to promoting diversity, preventing discrimination and harassment, and protecting the rights of all our employees, including those with disabilities, or belonging to marginalized communities. By upholding these values, we contribute to building a more ethical, diverse, and inclusive society.

Investing in Talent Management and Learning

Central to our commitment to organizational success is our steadfast focus on talent management and learning initiatives. Our robust talent management framework

provides clear career paths, regular performance feedback, and targeted learning opportunities, empowering our employees to excel in their roles and drive our organization forward.

Our Focus this year was on establishing a joint selling approach in our Sales and CRM teams to enhance conversion ratios and forecasting efficiency. We partnered with a learning partner (Korn Ferry) and conducted three workshops with 64 CRMs and Sales Leaders to institutionalize this approach at Newgen.

We also enhanced our offerings for People Leaders by designing tailored learning journeys at various levels, with customized workshops and coaching. Our intent has been on enhancing our leaders' self-awareness, their ability to inspire teams, and their capacity to drive change.

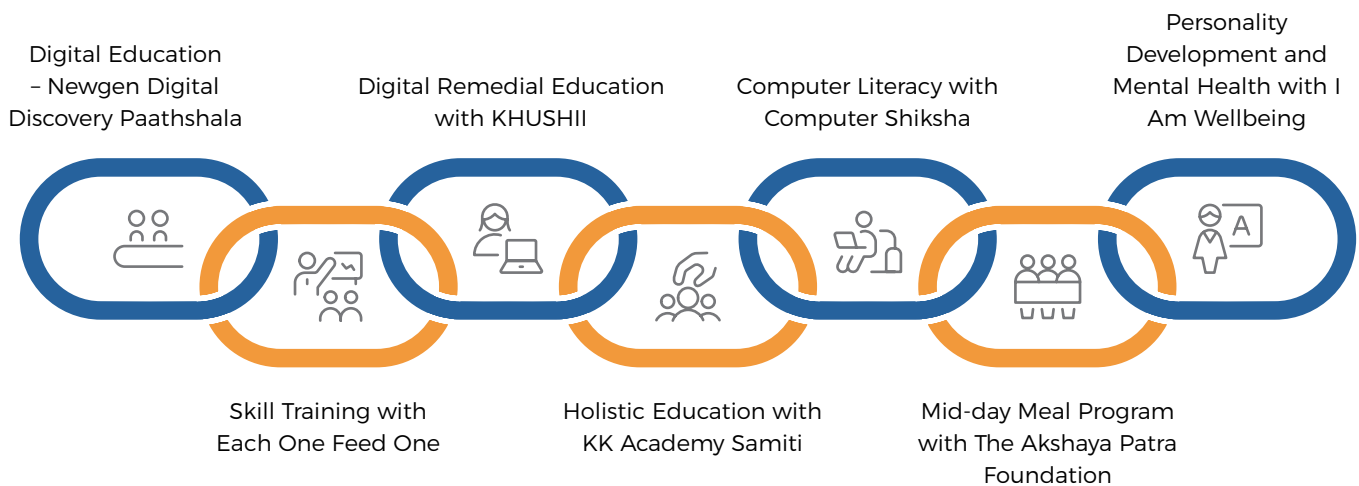
All People Leaders received 360-degree feedback on the extent to which they demonstrated Newgen Culture Tenets. They collaborated with their managers to create a development plan along with identified learning needs.



Making an IMPACT

Newgen CSR works towards elevating the nation's Human Development Index (HDI) by actively contributing to the social and economic advancement of the communities.

The initiatives under the umbrella of CSR include:



Newgen Digital Discovery Paathshala (NDDP)

Newgen piloted its flagship CSR program, Newgen Digital Discovery Paathshala (NDDP), in November 2015. The initiative aims to foster a lasting social impact on the lives of girl students in government schools of Harkesh Nagar and Tekhand, Delhi, by imparting digital literacy and bridging the technological divide. It is designed to promote digital literacy, equitable education, and quality learning among less privileged students.



NDDP currently extends to around **3,000 girls** studying from Classes 6 to 8.

Under the aegis of NDDP, students get digital devices, including iPads, tablets, and smartphones, to make education more accessible. So far, free access to digital devices (tablets) and data cards has helped over 2,600 students and instilled a habit of self-learning through online research.

The NDDP program executes a hybrid approach, using both offline and online digital learning platforms to implement the activities. Along with their school curriculum, students are also offered age-appropriate sessions around mental well-being and personality development, which help them realize their self-worth, gain confidence, and become self-reliant.

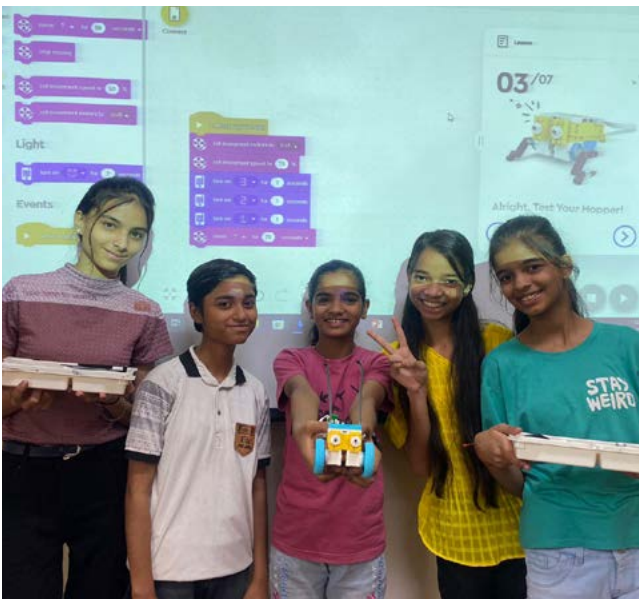
NDDP Alumni (Graduates from NDDP from Classes 9 to 12): The alumni group covers over **800 students** who have graduated from NDDP class 8. The focus is on the personality development, mental well-being, and career mentoring of these students. Professionals from different walks of life are invited to share the experiences that inspired their careers.

Scholarships are also organized for higher education to ensure these students continue their learning journey even after school. 120+ girl students have been able to secure scholarships till date and expand their educational journey through college.



Summer Camps

→ STEM Camps engaged the NDDP students from class 8th onwards and through lego-robotics workshop they built different robo models like racing vehicles, robotic hand, advanced car model, bike, hopping vehicle, and many more. Along with technical training, students were guided on building soft skills that included communication, collaboration, research, thinking and innovation.



→ Digital Camps focused on enhancing the digital abilities of NDDP students from Class 7th to 9th. The camp included sessions to enable the students with hands-on experience to use MS word, excel, powerpoint, and use of Google for research.

NDDP Samarth Saarthi Samuh (Mothers' Program)

The mothers of the NDDP students have always been critical stakeholders for the NDDP program. April 2024 witnessed the initiation of skill development under the mothers' program. A Skill Development Centre was set up in Okhla and the first batch of 40 women have been trained in stitching, embroidery, crocheting and related techniques. The wide range of handcrafted products created by women included coasters, bottle bags, multifunctional pouches, sleeves, crochet toys, crochet decorative items, handbags, tote bags, sling bags, cushion covers, pillow covers, and many more. To display the products, **5 exhibitions** were done in Newgen's Delhi-NCR offices over the year.

The program also imparts digital literacy, financial literacy and mental health well-being sessions for the broader group of women targeting over **400 mothers** of NDDP students.

The program has witnessed enhanced confidence, thereby contributing to the overall development of women.



Happiness Kits Distribution

The overall performance of the NDDP students and the mothers of the Samarth Saarthi Samuh was appreciated, and they were provided "Happiness Kits" which included nutritious items like ghee, sooji, pulses, dry fruits, jaggery. A total of **1,465 kits** were distributed.

Testimonials



STUDENTS



Recognized as 'Leader' in the Forrester Wave: Content Platforms, Q1 2025

Shreya, class 7th



Learning about nutrition, menstruation, hygiene, dealing with emotional and physical changes have empowered me to a healthy life.

Rani, class 8th



I started mentoring my peers which has been an enlightening self-discovery.

Gunjan, class 12th



I overcame my inhibitions and became confident.

Pooja, class 9th



Career counseling made me realize I wanted to become a radiologist. I fulfilled my dream.

Uzma, NDDP Alumni, Pursuing Diploma in Radiology



MOTHERS



After attending the mental health sessions, I have a new support system and I feel more balanced as a mother, wife and an individual.

Manisha



After joining the skill centre I found a sense of purpose and many happy moments.

Bimalesh



After the death of my husband, I was not able to make ends meet. The skill centre became my source of confidence and contentment.

Monika

Skill Development Training with Each One Feed One (EOFO)

Newgen collaborated with EOFO in 2024 to impart skill training for the mothers of the NDDP Samarth Saarthi Samuh. The first pilot batch consisted of **40 women** from the nearby communities in Tekhand, Harkesh Nagar, Kalyan Vihar in Okhla. Daily training on stitching, crocheting, embroidery and product creation is imparted by a professional team. Along with this, the women are also sensitized about financial and digital literacy skills.



Remedial Education Program with KHUSHII

Newgen, in association with NGO KHUSHII (Kinship for Humanitarian, Social and Holistic Intervention in India), offers remedial and digital learning. The project benefits over **9600 students** across 15 schools in Delhi (Harkesh Nagar, Tekhand, Indira Kalyan Vihar), Tamil Nadu (Melpadappai), and flood-affected regions of Uttarakhand (Ramgarh district).

The intervention has addressed barriers to learning by providing remedial teachers which helped the students overcome foundational learning gaps. It has also played a pivotal role in transforming the learning environment through resource optimisation, capacity building of the teachers and community engagement.

The **Digital Education** component has significantly transformed teaching and learning experiences. Digital classes have utilized interactive methods to explain complex concepts visually and practically, leading to better comprehension and retention of knowledge.



Holistic Education Program with KK Academy

Newgen's partnership with KK Academy in Lucknow supports the holistic development of the students within an environment of inclusiveness. The program benefited **240 students**, from Nursery to Class 8. The program covers a variety of activities like storytelling, exposure visits, STEM workshops, mentoring, dance and music workshops and digital classes.

The program has provided exposure to the students that goes far beyond the textbooks by integrating subject knowledge with observation and application.



Computer Literacy Awareness with Computer Shiksha

Newgen's collaboration with Computer Shiksha aims to build computer literacy awareness to the interiors and remotest areas of the country among the students in low budget private/government/NGO schools. For FY 2024-25, **1.2lac+ students in 307 schools** benefitted from the program. This partnership helped Newgen reach to the farthest corners of the country - rural areas, border areas and north-eastern states. **20 states** have been covered that including Arunachal Pradesh, Assam, Bihar, Chhattisgarh, Gujarat, Jharkhand, Karnataka, Madhya Pradesh, Maharashtra, Manipur, Meghalaya, Mizoram, Odisha, Punjab, Rajasthan, Telangana, Tripura, Uttar Pradesh, Uttarakhand, West Bengal.



Mid-Day Meal Program with The Akshaya Patra Foundation

Newgen, has been in collaboration with The Akshaya Patra Foundation since 2018 to ensure nutritious mid-day meals for the children attending government schools. In FY 2024-25, over **17 lakh mid-day meals to 12,000+ school students** have been served in the remote areas of Baran and Nathdwara in Rajasthan, Nellore and Mangalgi in Andhra Pradesh, and Lucknow, Vrindavan, Mant, and Gorakhpur in Uttar Pradesh, Puducherry.



Personality Development & Mental Health with I Am Wellbeing

Newgen collaborates with I Am Wellbeing, a mental health organization, to support the physical, psychological and social development of the NDDP students and the NDDP mothers.

The program targets over **4,000 NDDP students and NDDP alumni, 400+ mothers** through monthly sessions. The sessions aim to enable the target groups with tools and techniques to manage their mental health and create comfortable space for growth and development.



Connecting the Dots with Implementation Partners' Program



Engagement with Newgen Volunteers

CSR Week 2025: The CSR Week provides an annual opportunity for all the Newgen employees to witness the impact the various programs are making. The CSR Magic of Recycling Exhibition on the Founder's Day with the spouses of the senior management as special guests was the highlight of the week. In addition, there was a daily CSR quiz, debate and declamation competitions for NDDP students and mothers, selfie contest, and write-up competition.

Newgen volunteers participated in the activities with zeal and enthusiasm.

Throughout the year also, Newgen employees participated in the NDDP sessions and Skill Development Centre as judges, speakers, and special guests in debate competitions, career mentoring sessions, special day celebrations, and handicraft exhibitions.

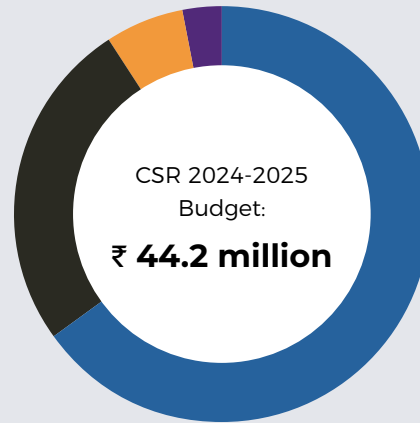


Accolades Won by Newgen CSR

For its innovative initiatives in education, Newgen CSR has been recognized with **AIBCF CSR & Sustainability Award 2025 – Education** at the 21st Annual National Business & Community Conclave & Awards on “Mission Viksit Bharat @2047”.



CSR Budget Allocation 2024-2025



- **65%** Education (Remedial Education, Digital Education & Computer Literacy) - NDDP, KHUSHII, KK Academy, Computer Shiksha
- **26%** Nutrition (Mid-Day Meals) - The Akshaya Patra Foundation
- **6%** Personality Development & Mental Well-Being - IAm
- **3%** Skill Development - EOFO



Newgen CEO Spotlight BEAT Awards 2025



AIBCF CSR & Sustainability Award 2025



Miscellaneous Activities Facilitated by CSR

Held the annual collection drive for Goonj

Board of DIRECTORS



01

Diwakar Nigam

Chairman and Managing Director

Diwakar Nigam co-founded Newgen in 1992. He is also a founding member of NASSCOM, India's apex information technology industry association and was a member of NASSCOM's Anti-piracy Task Group. Prior to joining Newgen, he founded Softek and was associated with the Company for 13 years.

Diwakar has served on Newgen's Board of Directors since 1993 and has around 50 years of experience in the information technology industry.

He holds a Bachelor's degree in Science from the University of Allahabad; Master's degree in Science (Mathematics) from IIT, Delhi and Master's degree in Technology (Computer Science) from IIT, Madras.

02

T S Varadarajan

Co-founder and Whole-time Director

T.S. Varadarajan co-founded Newgen in 1992 and has been on the Company's Board of Directors since incorporation. Prior to Newgen, he promoted Softek Private Limited and was associated with it for about 13 years. He has around 50 years of experience in the field of software designing and development. He did his Bachelor's in science from Bangalore University and engineering (electrical technology) from the Indian Institute of Science, Bengaluru. He holds a Master's degree in Technology (computer science) from IIT, Madras.

03

Priyadarshini Nigam

Whole-time Director

Priyadarshini Nigam has served on Newgen's Board of Directors since 1997. Previously, she was a journalist with over 10 years of experience in the IT field. She has freelanced and published with the South-North News Service and Depthnews Press Foundation Asia. She holds a Bachelor's and a Master's degree in Economics.

04

Saurabh Srivastava

Independent Director

Saurabh Srivastava is one of India's leading IT entrepreneur, angel investor and venture capitalist. He has more than 40 years of experience in the field of Information Technology. He is a founder director of Indian Angel Network and a former chairman of NASSCOM. He has also been honoured with Padma Shri by the Government of India. He is an alumnus of the Indian Institute of Technology, Kanpur, and Harvard University, USA.

05

Padmaja Krishnan

Independent Director

Padmaja Krishnan has over 40 years of industry experience as a global business leader and innovator in the technology space. She has led multiple business portfolios for organizations like Tata Consultancy Services, CSC, Sopra-Steria, Dell-Perot Systems, and Genisys Group. She provides business mentoring services and is a certified executive coach at Marshall Goldsmith Stakeholder Centered Coaching. She is a certified Tick IT lead assessor from UK.

06

Subramaniam Ramnath Iyer

Independent Director

Subramaniam Ramnath Iyer is a founder partner of Amtrak Consultants LLP which provides financial and corporate law advisory services to various entities. He has over 40 years of post-qualification experience in the fields of finance, accounting, and corporate laws. He is qualified as a Chartered Accountant, Company Secretary, and Cost Accountant.

07

Sudhir Sethi

Independent Director

Sudhir is Founder & Chairman of Chiratae Ventures India Advisors, a leading VC firm advising 130 companies, exited 60 plus, taken 3 companies public, funded 9 Unicorns, and backed 15 market leaders. The firm is headquartered in Bangalore with offices in Mumbai and Delhi.

Today Chiratae Ventures is a leading tech VC in India with Mr. Ratan Tata, Mr. Kris Gopalakrishnan, Mr. Bruno Raschle, Dr Andreas Hettich, Mr. Manish Choksi, Mr Patrick McGovern, Mr Puneet Pushkarna, Mr Ken Shibusawa, Mr Ashok Desai as well as Dr. Ferzaan Engineer on its Global Advisory Board and Regional Advisory Board.

In 2001, Sudhir was recognized by Red Herring as one of the leading venture capitalists in the country. He had 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. Sudhir holds a B.Tech., in Engineering and an MBA Degree from FMS, Delhi. His interests include wildlife photography, and he is a collector of antique locks.

Management TEAM



01

Virender Jeet

Chief Executive Officer

Virender Jeet has been with Newgen for over 30 years and manages the overall strategic and operational functions for the Company's entire portfolio of offerings. He oversees product development, global sales and marketing, besides business enablement. He has spearheaded the filing of various patents in India and the U.S. He holds a Bachelor's degree in Engineering from Savitribai Phule, Pune University.

02

Tarun Nandwani

Chief Operating Officer

Tarun Nandwani has been with Newgen for over 30 years and manages the Company's existing customer and commercial business areas. He is responsible for customer relationship management, commercial activities, contract management, new business solutions, and application development, besides driving business from existing customers. He holds a Bachelor's degree in Engineering from Delhi University.

03

Dr. S J Raj

EVP- Global Business Strategy and HR

Dr. SJ Raj has been with Newgen for over 30 years and manages the Company's human resources (HR) strategy, global operations, and programs aligned with HR strategy. Before joining Newgen, he worked with Eicher Goodearth, SRF Nippondenso, PCS Data Products, and Semiconductor Complex Limited. He holds a M.A., with specialisation in social work, from Jamia Millia Islamia University and a Ph.D. from Chandigarh University.

04

Anand Raman

Executive Vice President and Chief Operating Officer, Newgen Software Inc.

Anand Raman has been with Newgen for over 30 years. He oversees Newgen's operations in the Americas and is responsible for driving the Company's scale, growth, and profitability in the region. He is also a director on the Board of Newgen Software Inc. Previously, Anand headed Newgen's sales and marketing, global marketing, and product development teams. He holds a Bachelor's in Computer Engineering from Pune University and a certificate in advanced management from the Wharton School at University of Pennsylvania.

05

Arun Kumar Gupta

Chief Financial Officer

Arun Kumar Gupta has been with Newgen since 2010. He oversees financial planning, treasury, global taxation, investor relations, business finance, compliances, and financial reporting.

He has over 30 years of experience in finance, having previously worked with companies like Maersk, Thermax, and Satyam. He holds a Bachelor's degree in Science from the University of Calcutta and is a qualified company secretary, cost and works accountant, and chartered accountant.

06

Rajvinder Singh Kohli

Sr. Vice President, Sales

Rajvinder Singh Kohli drives global sales with a focus on GSI relationships in his current role. With three decades of solution sales experience, he is keenly interested and has strong knowledge of existing and emerging technologies in digital process automation and transformation. He was associated with Newgen during 2002-09 in a sales leadership position for India and APAC. He has also been associated with Automation Anywhere, Microsoft, and IBM. He did his Master's in management from IRMA, Anand and global advance management program from ISB-Kellogg.

07

Sunil Pandita

Sr. Vice President, Sales – India and South Asia

Sunil manages Newgen's business operations in India and South Asia geography and is responsible for the P&L of the region, leading a large team of sales, pre-sales, marketing and operations. He is also the spokesperson at Newgen Software.

He has 25 years of progressive experience in technology industry, in business leadership positions with global companies, including Samsung, Adobe, and IBM.

Sunil is credited with building high growth businesses from scratch and turning around stagnant businesses with innovative strategies and execution rigour. He has deep understanding of Banking, Insurance and distribution intensive business domains

Sunil is a regular presenter and keynote speaker at various industry forums. He has an in-depth understanding of the tech industry derived from a career spanning sales, marketing, SI, ISV & OEM partnerships, and channel & distribution management. Sunil is an alumnus of BITS, Pilani.

08

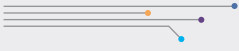
Vivek Bhatnagar

Sr. Vice President, Sales – MEA

Vivek has over 30 years of experience in sales and geography management cutting across industries like Banking, Insurance, Telecom, Life Sciences & Healthcare, and Manufacturing. Having worked with global majors like Tata Consultancy services in various roles and geographies, he now drives Newgen's solutions and customer satisfaction in EMEA.

Digital transformation and customer delight are some of the areas in which he has written blogs and has active discussions with senior leaderships of the region. He has himself been a part of both technology and business transformation of the organizations he has worked for.

Leadership TEAM



R. Krishna Kumar
VP, Sales (Australia)



Prashant Sahai
VP, Sales (Middle East)



Pramod Kumar
VP, Sales (APAC)



Sandeep Hinduja
VP, Sales (Americas)



Manish Jaiswal
VP, Sales (Americas)



Amitava Ganguli
VP, Sales (Americas)



Purushotam Savlani
VP, Sales (KSA)



Runki Goswami
VP - Marketing



Ashok Kapoor
VP – Product
Management - Banking



Atin Kumar
VP-Global Delivery



Vivek Mani Tripathi
VP –HRD



Rajnish Kumar
VP –HRD



Anurag Kumar Shah
VP – Product & Solutions
(Americas)



Nitin Gupta
VP – Customer Success
(Americas)



Arpan Bansal
VP – Marketing
(Govt. & GSI Initiatives)



Nikhil Sawhney
VP – Customer Relations
(EMEA, APAC)



Manojit Majumdar
VP – Channel Sales



Ritesh Varma
VP – Product & Solutions
(India, EMEA, APAC)



Shikha Bhatt
VP – Delivery (India)



Sanjay Pandey
VP – Engineering



Varun Goswami
VP – Product Management



Deepika Kapoor
VP – Product



Dinesh Kumar Parikh
VP – Product



Kaushal Verma
VP – New Solutions Group
(Banking)



Rajan Nagina
VP – Product (AI)
Marketing



Tarun Gulyani
VP – Product
Engineering (AI)



Anagat Pareek
VP – Cloud and Cyber
Security



Saras Agarwal
VP – Healthcare COE and
Strategic Accounts (US)

Corporate INFORMATION



Directors

Mr. Diwakar Nigam

Chairman & Managing Director

Mr. T.S. Varadarajan

Co-Founder and Whole-time Director

Ms. Priyadarshini Nigam

Whole-time Director

Mr. Saurabh Srivastava

Independent Director

Ms. Padmaja Krishnan

Independent Director

Mr. Subramaniam Ramnath Iyer

Independent Director

Mr. Sudhir Sethi

Independent Director

Key Managerial Personnel

Mr. Virender Jeet

Chief Executive Officer

Dr. S.J. Raj

EVP- Global Business Strategy and HR

Mr. Tarun Nandwani

Chief Operating Officer

Mr. Arun Kumar Gupta

Chief Financial Officer

Mr. Aman Mourya

Company Secretary & Compliance Officer

Bankers

Standard Chartered Bank

Citi Bank

Statutory Auditors

Walker Chandiok & Co LLP,

Chartered Accountants, Gurgaon

(Firm Registration No.: 001076N/N500013)

Secretarial Auditors

M/s Aijaz & Associates

Practicing Company Secretaries, Delhi

Membership No. F6563

C.P. No. 7040

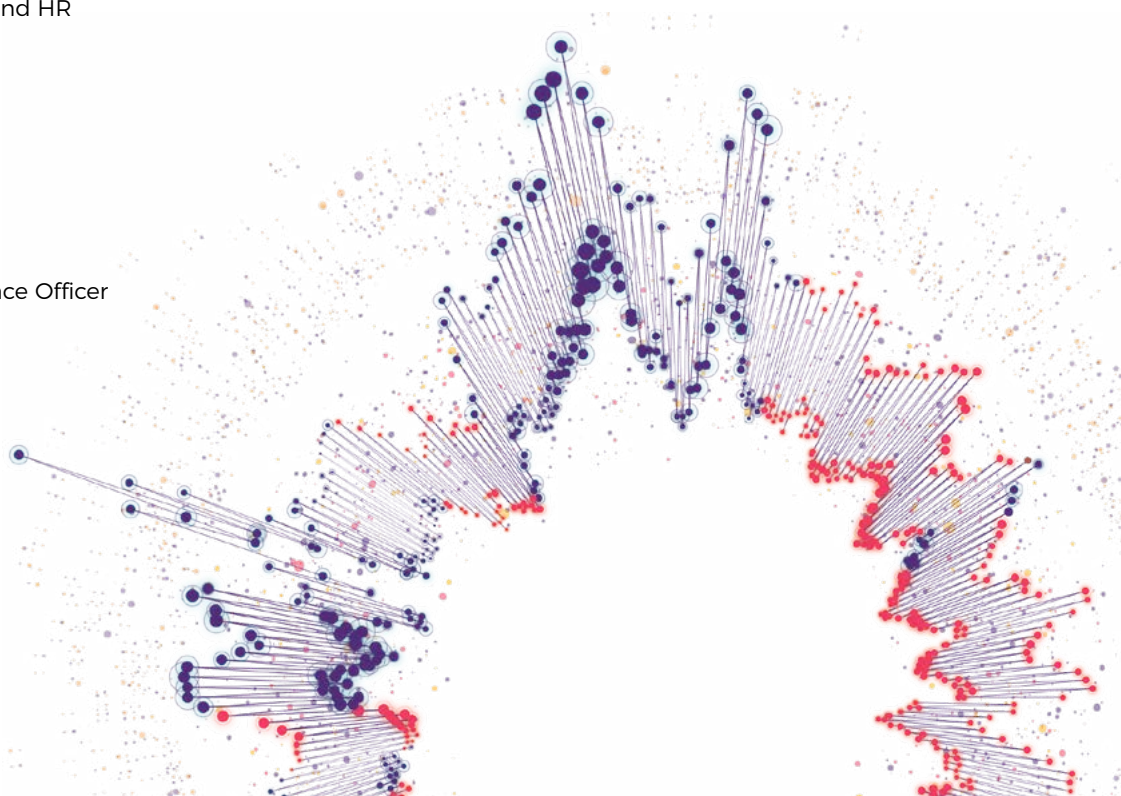
Internal Auditors

PricewaterhouseCoopers Services LLP

Noida

Registered Office & Corporate Office

E-44/13, Okhla Phase 2, New Delhi - 110020



Boards' Report

Dear Members,

The Board of Directors is pleased to present the 33rd Annual Report on Business and Operations of your Company **Newgen Software Technologies Limited** ("the Company" or "Newgen") along with the Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March 2025.

1. Company's Affairs and Financial Performance:

Newgen Software Technologies Limited is a provider of enterprise-wide AI-enabled unified digital transformation platform with native process automation, content services, customer engagement, intelligence and low code capabilities that drives end-to-end automation at scale. Large enterprises globally leverage Newgen's industry recognized technologies to innovate and transform their operations to serve their customers better and faster. Newgen focuses on delivering best-in-class platforms and solutions to its global clientele, thus facilitating their digital initiatives, streamlining operations and improving customer experiences.

Newgen has been at the forefront of transforming businesses for around 500 active customers across 77 countries. With a marquee clientele from across the globe including India, USA, Canada, UAE, Saudi Arabia, UK, Philippines, Indonesia, Singapore and Australia, the Company offers enterprise solutions tailored to the needs of different business verticals. Newgen has emerged as a preferred partner for leading banks, insurance firms, healthcare organisations, governments, telecom companies, shared service centres and BPOs worldwide. Complex industry-specific vertical solutions and use cases can be built on our low-code horizontal platforms, from onboarding to service requests, lending to underwriting, and many more. For more details, kindly refer to the Management Discussion and Analysis Report highlighting the important aspects of the business of the Company as annexed to this Report.

Key highlights of the Financial Results of the Company prepared as per the Indian Accounting Standards (Ind-AS) for the financial year ended 31st March 2025 are as under. Wherever applicable, the Consolidated Financial Statements are also being presented in addition to the Standalone Financial Statements of the Company.

(₹ in Lakh)

Particulars	Standalone		Consolidated	
	Financial Year		Financial Year	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	1,35,435.39	1,13,611.93	1,48,687.92	1,24,382.86
Other Income	5,967.66	4,550.01	6,357.59	4,806.43
Total Income	14,1403.05	1,18,161.94	1,55,045.51	1,29,189.29
Operating Expenditure	100,580.18	86,731.15	1,11,067.39	95,551.85
Profit/ loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	40,822.87	31,430.79	43,978.12	33,637.44
Less: Depreciation/ Amortisation/ Impairment	3,067.26	2,585.09	3,304.13	2,796.77
Less: Finance Costs	452.80	410.65	477.20	418.18
Profit /loss before Exceptional items and Tax Expenses	37,302.81	28,435.05	4,0196.79	30,422.49
Add/(less): Exceptional items	-	-	-	-
Profit /loss before Tax Expense	37,302.81	28,435.05	4,0196.79	30,422.49
Less: Provision for Current Tax	9,062.27	5,270.70	9,872.01	5,953.49
Less: Provision for deferred tax (credit)/charge	-1086.75	-569.20	-1199.46	-691.50
Profit after Tax (A)	29,327.29	23,733.55	31,524.24	25,160.50
Total Comprehensive Income/(Loss) (B)	-187.34	-355.49	354.49	-214.92
Total (A+B)	29,139.95	23,378.06	31,878.73	24,945.58
Balance of profit /loss for earlier years	90,637.72	70,401.96	96,644.02	74,981.31
Less: Dividend paid on Equity Shares during the year for the previous financial year	5,611.67	3,497.79	5,611.67	3,497.79
Add: Adjustment of deferred tax	-	-	-	-
Profit available for Appropriation	1,14,353.34	90,637.72	1,22,556.59	96,644.02
Balance carried to Balance Sheet	1,14,353.34	90,637.72	1,22,556.59	96,644.02

- On a consolidated basis, the Company's revenue from operations stood at ₹1,48,687.92 lakh reflecting an increase of 19.54 % in the financial year 2024-25 as against ₹1,24,382.86 lakh in the financial year 2023-24.

- Consolidated Profit after Tax for the year stood at ₹31,524.24 lakh compared to ₹25,160.50 Lakh reflecting an increase of 25.29 % in the financial year 2024-25.

2. Material Changes, if any, Affecting the Company:

There have been no occurrences of any material changes and commitments, which affect the financial position of the Company between the end of the financial year to which the Financial Statements relate and the date of this Report. There is no change in the nature of business of the Company during the financial year 2024-25.

3. Industry overview:

Important changes in the industry, business, external environment and economic outlook are detailed in the Management Discussion and Analysis Report as annexed with this Report.

4. Transfer to General Reserve:

Your directors have decided not to transfer any amount to the general reserve during the financial year 2024-25.

5. Dividend:

Considering the Company's financial performance, and the Dividend Policy of the Company, the Board of Directors has recommended a payment of dividend at a rate of ₹5/- per Equity Share (on face value of ₹10/- each) i.e. 50% on the paid up Equity capital of the Company for the financial year ended 31st March 2025. This is payable to Shareholders whose names appear in the Register of Members as on record date, subject to the approval of the Members at the ensuing 33rd Annual General Meeting of the Company ("AGM"). The total outgo for such a dividend will amount to ₹7,081.26 Lakh in comparison to the previous year's ₹5,611.67 Lakh (In the previous year dividend was declared at a rate of ₹4/- per Equity Share).

The Company has formulated a Dividend Distribution Policy, which includes the circumstances under which the member may/may not expect dividends, the financial parameters, internal and external factors, utilization of retained earnings, parameters with regard to different classes of shares. The provisions of

this Policy are in line with Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Policy is available on the website of the Company at <https://newgensoft.com/company/investor-relations/dividend-distribution-policy/>.

The Details of unpaid and unclaimed amounts, related to earlier years, lying with the Company is uploaded on Company's website at <https://investors.newgensoft.com/#corporate-governance> and IEPF Authority website at <http://www.iepf.gov.in/>.

Pursuant to the provisions of Section 124 of the Companies Act, 2013 ("Act"), those dividend amounts which have remained unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are required to be transferred to the Investor Education and Protection Fund ("IEPF") established pursuant to Section 125 of the Act. Members are requested to note that no claims shall lie against the Company in respect of the dividend/shares if any will be transferred to IEPF time to time.

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of the shareholders, the Company shall send periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard shall also be published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website

During the financial year 2024-25 no such unpaid or unclaimed dividend amount is required to be transferred to IEPF. The contact details of the Nodal Officer, Mr. Aman Mourya, Company Secretary of the Company, as required under the provisions of IEPF rules, are available on the website of the Company at <https://newgensoft.com/Company/investor-relations/#contact>.

The following table give information relating to financial year wise outstanding dividends and the dates by which they can be claimed by the shareholders from the Company's RTA:

Dividend Year	Date of declaration of dividend	Due date for transfer of dividend to IEPF
2017-18	9 th August 2018	08 th September 2025
2018-19	7 th August 2019	06 th September 2026
2019-20	27 th July 2020	26 th August 2027
2020-21	27 th July 2021	26 th August 2028
2021-22	23 rd June 2022	22 nd July 2029
2022-23	27 th June 2023	26 th July 2030
2023-24	25 th July 2024	24 th August 2031

6. Subsidiary Companies:

As on 31st March 2025, the Company had eight wholly-owned subsidiaries, as below. There has been no material change in the nature of the business of these subsidiaries in the financial year 2024-25.

1. Newgen Software Inc. USA. (Incorporated in USA)
2. Newgen Software Technologies Pte. Ltd. (Incorporated in Singapore)
3. Newgen Software Technologies Canada Ltd. (Incorporated in Canada)
4. Newgen Software Technologies (UK) Limited. (Incorporated in UK)
5. Newgen Software Technologies Pty Ltd. (Incorporated in Australia)
6. Newgen Computers Technologies Limited. (Incorporated in India)
7. Newgen Software Technologies L.L.C. (Incorporated in Dubai)
8. Newgen Software Technologies Company Limited (Incorporated in Saudi Arabia).

There are no associate companies or joint venture Companies within the meaning of Section 2(6) of the Act.

There are no companies that have become or ceased to be subsidiaries, associates, or joint ventures of the Company during the financial year 2024-25.

The Consolidated Financial Statements of the Company for the financial year ended 31st March 2025 are prepared in compliance with the applicable provisions of the Act, including Indian Accounting Standards specified under Section 133 of the Act. The audited Consolidated Financial Statements together with the Auditors' Report thereon form part of this Board Report. The statement containing salient features of the Financial Statement of subsidiaries is enclosed herewith in form AOC-1 as "Annexure -I" to this Report.

Financial Statements of the aforesaid subsidiary companies are kept open for inspection by the Members at the Registered Office of the Company during business hours on all days except Saturday & Sunday up to the date of the AGM as required under Section 136 of the Act. Any Member desirous of obtaining a copy of the said Financial Statements may write to the Company at its Registered Office or to the Compliance Officer of the Company. The financial statements of the subsidiaries including the Consolidated Financial Statements and all other documents required by law to be attached thereto have also been uploaded on the website of the Company at <https://newgensoft.com/company/investor-relations/disclosures-under-regulation-46-of-sebi/>.

To comply with the provisions of Regulation 16(c) of SEBI Listing Regulations, the Board of Directors of the Company has adopted a Policy for determining Material Subsidiary. The policy on Material Subsidiary has been uploaded on the website of the Company at https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Policy-for-determining-Material-Subsidiaries-1-1.pdf.

7. Capital Structure:

Authorized Share Capital as on 31st March 2025

As on 31st March 2025, the Authorised share capital of the Company is ₹180,10,00,000 (Rupees One Hundred Eighty Crore and Ten Lakh only) divided into 16,81,00,200 (Sixteen Crore Eighty One Lakh and Two Hundred) Equity Shares of ₹10 each (Rupees Ten only), aggregating to ₹168,10,02,000/- (Rupees One Hundred Sixty-Eight Crore Ten Lakh and Two Thousand only) and 1,19,99,800 (One Crore Nineteen Lakh Ninety Nine Thousand Eight Hundred) preference shares of ₹10/- (Rupees Ten only) each aggregating to ₹11,99,98,000/- (Rupees Eleven Crore Ninety Nine Lakh and Ninety Eight Thousand Only).

During the financial year under review there was no change in the Authorized Share Capital of the Company.

Paid up Equity Share Capital as on 31st March 2025

As on 31st March 2025, the Issued, Subscribed and Paid up share capital of the Company is ₹141,62,51,870/- (Rupees One Hundred Forty One Crore Sixty Two Lakh Fifty One Thousand and Eight Hundred Seventy) divided into 14,16,25,187 (Fourteen Crore Sixteen Lakh Twenty Five Thousand One Hundred Eighty Seven) Equity Shares of face value of ₹10/- (Rupees Ten only) each.

On 20th January 2025, the Company allotted 3,93,385 (Three Lakh Ninety-Three Thousand Three Hundred & Eighty-Five) Equity Shares to the Newgen ESOP Trust under Newgen Software Technologies Limited Employee Stock Option Scheme-2022 and 9,40,000 (Nine Lakh Forty Thousand) Equity Shares of face value of ₹10/- each to Newgen RSU Trust, under Newgen RSU 2021 Scheme, which led to an increase in paid-up share capital of the Company to ₹1,41,62,51,870/- (Rupees One Hundred Forty One Crore Sixty Two Lakh Fifty One Thousand and Eight Hundred Seventy).

The Equity Shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India (NSE).

8. Employee Share Based Scheme:

As on 31st March 2025, the Company has in place following Schemes: -

- a) **Newgen Employees Stock Option Scheme-2014 ("Newgen ESOP Scheme 2014"):** The details on Options granted, exercised, vested and lapsed during the financial year 2024-25 and other particulars as required under the Act, read with its rules and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 in respect to this Scheme are enclosed herewith as "**Annexure – 2**" to this Report.
- b) **Newgen Software Technologies limited Employees Stock Option Scheme-2022 ("Newgen ESOP Scheme 2022"):** The details on Options granted, exercised, vested and lapsed during the financial year 2024-25 and other particulars as required under the Act, read with its rules and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 in respect to this Scheme are enclosed herewith as "**Annexure – 2A**" to this Report.
- c) **Newgen Software Technologies Restricted Stock Units Scheme – 2021 ("Newgen RSU 2021 Scheme"):** Particulars required under the Act, read with its rules and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 in respect to this scheme are enclosed herewith as "**Annexure – 2B**" to this Report.

9. Credit Rating and Liquidity:

The Company has not issued any debt instruments or accepted any fixed deposits and was therefore, not required to obtain credit ratings in respect of the same. The credit rating received from CRISIL Limited during the financial year 2024-25 for bank facilities is CRISIL A1 for the short term.

Our principal sources of liquidity are existing cash and cash equivalents and the cash flow that we generate from our operations. The Company follows a moderate investment policy and invests in high-quality Equity, hybrid, debt instruments and bonds. As on 31st March 2025, on a standalone basis, cash and cash equivalents were ₹4,504.64 Lakh and in addition to that ₹50,839.62 Lakh was invested in mutual funds & bonds and ₹27,871.31 Lakh in current and non-current fixed deposits with Banks and NBFC.

As of 31st March 2025, on a consolidated basis, cash and cash equivalents were ₹10,377 Lakh and in addition to that ₹50,839.62 Lakh was invested in mutual funds & bonds and ₹39,273.93 Lakh in current and non-current fixed deposits with Banks and NBFC.

10. Directors and Key Managerial Personnel:

The Company has a professional Board with an optimum combination of executive and non-executive directors who bring to the table the right mix of knowledge, skills and expertise. The Board provides strategic guidance and direction to the Company in achieving its business objectives and protecting the interests of stakeholders.

Pursuant to the approval of the Shareholders, by way of special resolutions in their 32nd Annual General Meeting, Mr. Diwakar Nigam, Chairman & Managing Director, Mr. T.S. Varadarajan, Whole-Time Director and Ms. Priyadarshini Nigam, Whole-Time Director have been re-appointed for a further period of Five Years with effect from 1st June 2024.

In accordance with Section 152 of the Act, Mr. Diwakar Nigam (DIN: 00263222), who has been longest in the office, is liable to retire by rotation at the ensuing 33rd AGM and being eligible, seeks re-appointment. The Board recommends his appointment for the approval of the members of the Company in the ensuing 33rd AGM.

Based on the recommendation of Nomination & Remuneration Committee (NRC), the Board of Directors (the "Board"), by way of circulation on 30th July 2024, had 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").

During the Year, based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the Members of the Company was obtained, by way of Special Resolutions, through Postal Ballot procedure for appointment of Mr. Sudhir Kumar Sethi (DIN: 00058105), as an Independent Director of the Company for the first term of five (5) years with for a period of Five (5) consecutive years with effect from 30th July 2024, not liable to retire by rotation.

During the year, based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the Members of the Company was also obtained, by way of Special Resolutions, through Postal Ballot procedure for the re-appointment of Ms. Padmaja Krishnan (DIN: 3155610) as an Independent Director of the Company for the second term of five (5) years with effect from 24th March 2025, not liable to retire by rotation.

During the year, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, Mr. Kaushik Dutta ceased to be an Independent Director of the Company on 08th July 2024 (closing of business hours), upon completion of his second term as an Independent Director. The Board places on record, their appreciation for the services rendered by him during his tenure.

Key managerial personnel

During the year under review, no changes have taken place in the position of the Key Managerial Personnels (KMPs) of the Company.

The details required pursuant to sub-section 12 of Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI Listing Regulations in respect of employees of the Company, are enclosed herewith as “Annexure -3” to this Report.

Declaration of Independence by Independent Directors

During the year under review, all Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and have complied with the Code of Conduct for Independent Directors prescribed in Schedule IV of the Act. The Independent Directors have also given declaration(s) of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs In the opinion of the

Board of Directors, all the Independent Directors have relevant integrity, skills, expertise, experience and proficiency.

Board and Committee Meetings

The number and dates of meetings of the Board and its Committees are set out in the Corporate Governance Report which forms the part of this Report. The intervening gap between Board Meetings was within the period prescribed under the provisions of Section 173 of the Act and SEBI Listing Regulations.

The Composition of Audit Committee and other Statutory Committees constituted by the Board under the provisions of the Act, & SEBI Listing Regulations along with number and dates of meetings of such committees are set out in the Corporate Governance Report which forms part of this Report.

All the recommendations by the Audit Committee and other Statutory Committees were accepted by the Board of Directors.

The salient features of the Remuneration policy and criteria for selection of candidates for appointment as Directors and Senior Management Personnel.

The Company has in place a policy on the Nomination & Remuneration of Directors and key Managerial and Senior Management Personnel which is framed with the object of attracting, retaining, and motivating talent that is required to run the Company successfully. It primarily lays down a framework in relation to the appointment, remuneration and performance evaluation of the Directors, Key Managerial Personnel (KMP), and Senior Management Personnel as well as provide guidance to the Board of Directors (Board) and Nomination & Remuneration Committee (NRC) in relation to appointment/ removal to the said positions, which has been approved by the Board of Directors. The key objectives and purposes of the Policy inter alia are:

- a) Formulating the criteria for determining qualifications, positive attributes, and independence of a Directors including Key Managerial Personnel and recommending to the Board a policy/ framework relating to the remuneration of Directors, Key Managerial Personnel, Senior Management Personnel, and other employees.
- b) To provide guidance to the Board and the Committee in relation to the appointment/ removal of Directors, Key Managerial Personnel, and Senior Management Personnel.

- c) Formulating the criteria for evaluation of the performance of the Chairperson, Independent Directors, non-Independent Directors, and the Board of Directors as a whole.
- d) To devise a policy on diversity of the Board of Directors and to build a Succession Plan for appointment to the Board of Directors, KMPs, and Senior Management Personnel.
- e) To retain, motivate and promote talent and to ensure long-term retention of talented managerial persons and create competitive advantage.

The Company's Policy on Directors' appointment and remuneration including criteria for determining qualification, positive attributes, independence of a director and other matters provided under section 178(3) of the Act, is available on the website of the Company at https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/doc00744720230509144545.pdf.

Board effectiveness:

a) Familiarization program for Independent Directors:

Over the years, the Company has developed a familiarization process for the newly appointed Directors with respect to their roles and responsibilities. The process has been aligned with the requirements under the Act and other related regulations. This process inter alia includes providing an overview of the Company's business model, industry, risks and opportunities, new products, Innovations, sustainability measures etc.

b) Annual evaluation of the performance of the Board, its committees, and of individual directors:

The Board carries out annual performance evaluation of its own performance, the Directors individually, as well as the evaluation of the working of its various Committees as mandated under the Act and the SEBI Listing Regulations.

The details of training and familiarisation programs and the annual evaluation process for directors, Board, and its committees are set out in the Corporate Governance Report which forms part of this Report.

11. Internal Control Systems and their Adequacy:

The Company follows a robust system of internal controls to ensure that all assets are safeguarded and protected against loss from any unauthorized use or disposition and that the transactions are authorized, recorded and reported quickly. Based

on the framework of internal financial controls and compliance systems established and maintained by the Company and the work performed by the internal, statutory and secretarial auditors, external consultants, including but not limited to the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that adequacy of the Company's internal financial controls commensurate with the nature and size of the Company and were effective during the financial year 2024-25.

For more description, kindly refer the Management Discussion and Analysis Report as annexed with this Report.

12. Quality Systems & Information Security Initiative and Compliance:

Newgen has consistently maintained its commitment to the highest levels of quality, robust information security, and privacy management practices. These efforts have culminated in achieving a significant milestone during the financial year 2024-25. The standards and compliances are embedded in our Systems and Framework for a risk-based approach to management and ongoing risk assessment. In combination, they help the Company bring the products and services that are safe and effective to our markets, meet the regulatory requirements, and meet customer expectations consistently. They enable our business to protect its reputation, accelerate change, and meet customer needs reliably. They also enable us to demonstrate effective governance, risk management, requisite compliance, and adoption of evolving industry best practices.

Newgen's Quality and Information Security System has been a steady journey starting from 1997. The same is evident from implementing the best of industry standards, namely ISO 9001, CMMi Dev, ISO 27001, ISO 27017, ISO 27018, SOC 1 Type 2, SOC 2 Type 2, and PCI-DSS with process improvement and resulting Customer/Employee benefits as the core objective. Emphasis has been on System-driven, transparent processes, which deliver exceptional Quality first time right with the required level of security. Additionally, our policies aligned with the Data Privacy regulations like GDPR, protect personal data and respect individual privacy rights.

Our management systems are designed to safeguard both Newgen and customer assets. The Newgen Quality System (NQS) and Information Security Management System (ISMS) define and enforce the Company's processes, policies, and guidelines to ensure the confidentiality, integrity, and availability of information and information processing assets, while also ensuring customer satisfaction.

At Newgen, we continue to demonstrate effective governance, risk management, and requisite compliance while embracing evolving industry best practices.

13. Audit Reports And Auditors:

Secretarial Auditors and their Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Audit Report for the financial year ended 31st March 2025, issued by M/s Aijaz & Associates, Company Secretaries, is annexed herewith as **Annexure-4** to this Report. The said report does not contain any qualification, reservation, or adverse remark.

Appointment of new Secretarial Auditor

Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Pursuant to Regulation 24A of SEBI (LODR) (Third Amendment) Regulations, 2024, with effect from April 1, 2025, the listed entity shall appoint or re-appoint:-

- an individual as Secretarial Auditor, who is a "Peer Reviewed Company Secretary" for not more than one term of five consecutive years; or
- a Secretarial Audit firm, who is a "Peer Reviewed Company Secretary" as Secretarial Auditor for not more than two terms of five consecutive years.

The appointment or re-appointment will be subject to the approval of the shareholders in its Annual General Meeting.

In accordance with the above Regulation and based on the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on 2nd May 2025, has proposed to appoint M/s Kundan Agrawal & Associates, Practicing Company Secretaries (Certificate of Practice No. 8325), as the Secretarial Auditors of the Company for a period of five years commencing from the financial year 2025-26. The practicing Company Secretary holds a valid certificate of peer review issued by the Institute of Company Secretaries of India and that he has not incurred any of the disqualifications as specified under the Companies Act, 2013 and by the SEBI. The Company has received a written confirmation from the aforesaid firm to the effect that his appointment as the Secretarial Auditors of the Company, if made, will be as per the requirements laid down under the Companies Act, 2013 and SEBI Listing Regulations. In this regard, a Resolution for appointment is carried in the Notice of the Annual General Meeting, which is recommended by the Board for approval.

Statutory Auditors and their Report

M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No 001076N/N500013), have been appointed at the 29th AGM to hold office as statutory auditors till the conclusion of the 34th AGM of the Company.

There are no qualifications, reservations or adverse remarks or disclaimers in the Auditor's Report for the financial year ended 31st March 2025.

Cost Auditors

In terms of Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable to the Company for the financial year ended 31st March 2025.

14. Reporting Of Frauds by Auditors:

During the financial year 2024-25, no incidence of any fraud has occurred against the Company by its officers or employees. Neither the Audit Committee nor the Board of the Company has received any report involving any fraud from the Statutory Auditors of the Company. As such, there is nothing to report by the Board, as required under Section 134(3) of the Companies Act, 2013.

15. Deposits:

During the financial year 2024-25, the Company has not accepted any fixed deposit within the meaning of Section 73 of the Act and the rules made thereunder.

16. Particulars of Loans, Guarantees or Investments Under Section 186 of the Act:

The particulars of loans, guarantees and investments, if any, as per Section 186 of the Act by the Company, have been disclosed in the financial statements (refer note no. 6, 10 and 14).

Pursuant to SEBI Circular No. SEBI/HO/DDRS/CIR/P/2018/144 dated November 26, 2018, the Directors confirm that your Company is not identified as a "Large Corporate" during the year ended 31st March 2025 as per the framework provided in the said Circular. Moreover, your Company has not raised any funds by issuance of debt securities.

17. Particulars of Contracts or Arrangements with Related Parties:

There were no contracts or arrangements, or transactions entered with related parties during the financial year 2024-25, which were not at arm's length. There are no material related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel ("KMPs") or others which may have a potential conflict with the interest of the Company.

None of the Directors and KMPs has any material pecuniary relationships or transactions vis-à-vis the Company except for remuneration paid as per terms of their respective appointments. A statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors on a quarterly basis. The disclosure of related party transactions, as required under Section 134(3)(h) of the Act in Form AOC-2 is enclosed herewith as **"Annexure-5"** to this Report.

Disclosures in compliance with the applicable Accounting Standard on "Related Party Disclosures" and other transactions, if any, of the Company, with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company, have been given in the financial statements.

The policy on Related Party Transactions as approved by the Board of Directors is uploaded on the website of the Company at https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Policy-on-Related-Party-Transaction-2.pdf.

18. Details of CSR Policy And Initiatives taken during the Financial Year 2024-25:

Company's CSR Policy is established by the Board of Directors with the recommendation of the CSR Committee. Corporate Social Responsibility (CSR), for Newgen, for creating greater good and having a holistic social impact and inclusive development. CSR is an integral part of our Company's culture, rooted in our values as an organization. Newgen is committed for making a meaningful contribution towards the nation's social, economic, and environmental goals. The objective of the CSR Policy is to make CSR a key process for the sustainable development of whole communities, and we actively contribute to the holistic development of underprivileged children. Our efforts are concentrated on raising the human development index in India specifically by enhancing children's quality of education and life.

The CSR policy lays down the principles/ process for the identification, selection, and implementation of CSR activities & programs keeping in mind the Company's CSR vision. It also provides the framework to monitor & evaluate the CSR activities & programs in accordance with the provisions of the Act. Further brief outline on the initiatives undertaken by the Company on CSR activities during the financial year 2024-25, is enclosed herewith as **"Annexure-6"**. Other details regarding Company's CSR activities and CSR Policy are available on the website of the Company at: https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Policy-on-Corporate-Social-Responsibility.pdf.

CSR Awards and Recognition:

During the financial year, the Company received the following award for its efforts in education, nutrition, and holistic development under CSR initiatives:-

Award Name	Theme	Award sponsor
AIBCF CSR & Sustainability Award 2025	Education	All India Business & Community Foundation (AIBCF)

19. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings And Outgo:

The particulars as prescribed under section 134 of the Act, read with the Companies (Accounts) Rules, 2014 are as follows:

a. Details of Conservation of energy.

Newgen is committed to conserving the environment by adopting the "Go Green Initiatives" for efficient consumption of energy and increasing use of green power. It is also undertaking various water and waste management initiatives in its area of operations across all its premises. Although the operations of the Company do not consume high levels of energy, it constantly adopts newer and efficient energy conservation technologies and initiatives. Following Key Sustainability Initiatives have been taken by the Company time to time: -

(i) Energy Efficiency Measures:

- **Solar Power Expansion:** A 19 KW-3 phase Rooftop solar power system is already functional at our Delhi office with a Net metering system. During the year, the Company has also installed in-house 80KW solar power capacity in Noida location and 40 KW in Chennai office. Together, they have generated 125MWH units of solar power. The rented premises in Noida also uses renewable energy sources.
- **Increased use of LED lighting:** Majority of the offices have transitioned to LED lights. Motion & occupancy sensor lights are installed in common areas, meeting rooms, and private offices.
- **Efficient Air Conditioning System:** Implementation of an efficient air conditioning system in Mumbai office resulting in efficient utilization.

(ii) Water/ Waste Management Initiatives/ Practices:

- Following E-waste Management guidelines and disposing of E-waste through authorized dealers.
- Onboarded vendors across location for proper segregation, collection, management and recycling of waste. Conscious efforts in minimizing usage of paper and single-use plastic in office premises. Introduced stationery made from recycled paper which can be recycled further.
- Installed Eco flow water saving tap aerators in washrooms across many locations which in turn help us to reduce our water footprint significantly. Collecting and reusing rejected water from RO plants within our facilities for tasks such as mopping and cleaning. In some facilities, rejected water from RO is collected and stored in Rainwater harvesting facility. Our water stations in Mumbai are now certified with GRIHA (Green rating for Integrated Habitat Assessment), India's national rating system for sustainable habitat.
- Using Padcare machine at Mumbai office to recycle sanitary pads into sterilized paper and plastic. Two Mumbai offices have received Positive workplace certification from period positive workplace coalition in recognition of the outstanding efforts to support gender equality
- In Chennai office, Newgen has implemented a Zero Liquid Discharge mechanism to ensure responsible water management.
- Implemented efficient air-conditioning system in Mumbai office with optimal space utilization plan for enhanced utilization and zero wastage of electricity. Upgraded AC filters in Noida office for cleaner air.
- Reduction in food waste in cafeterias with the help of a sustained campaign to sensitize employees.

b. Technology Absorption, Adaptation and Innovation.

FY 2024-25 marked a defining shift for Newgen, from adopting AI capabilities to building an AI-First foundation across our product portfolio. This year, we didn't just integrate new technologies, we absorbed, adapted and innovated in ways that deliver meaningful value to our customers. AI-First foundation across our product portfolio.

Technology Absorption

We absorbed cutting-edge technologies such as Generative AI, Machine Learning, and Large Language Models (LLMs), embedding them deeply into the NewgenONE platform:

- GenAI-infused Low Code Data Science Studio and IDP Studio
- AI-enhanced process modeling, dashboards, communications, and case handling
- Deep content understanding through LLMs trained on enterprise documents

Technology Adaptation

We adapted these technologies to work seamlessly within enterprise, regulated environments, tailoring them for BFSI, Government, and Healthcare sectors:

- Domain-specific AI agents built for underwriting, onboarding, and claims
- ECM transformed into intelligent knowledge engines with NLP-powered search
- 50% faster processing times and 25-30% reduction in manual tasks

Innovation

Innovation was focused on creating AI-first, explainable, and personalized platforms, such as:

- LumYn: A Growth Intelligence Platform combining machine learning and GenAI for hyper-personalized insights
- Harper: A Conversion Intelligence Platform optimizing contact center and sales workflows
- Real-time content ingestion, content creation, and content-led decision-making solutions

All innovation is anchored in Trust: secure deployment, private data handling, and explainable AI decisions.

Regional Adaptation & Innovation Impact

While our platform has global capabilities, we've worked to ensure contextual relevance across regions:

- North America: GenAI-led tools for credit risk and fraud detection aligned to U.S. compliance needs.
- India & South Asia: AI-led automation in government and BFSI, driving efficiency in document processing and adoption of our Gen AI capabilities

- MEA: AI-based onboarding and claims use cases seeing uptake among digital banks; acceptance with Arabic-localized models.
- APAC: Adoption of IDP and explainable AI models in government

Industry Outcomes

- Banking: GenAI for fraud detection, credit scoring, personalized onboarding with faster lending cycles
- Insurance: AI for claims, underwriting, policy servicing with efficiency gain
- Healthcare: Provider lifecycle automation with faster onboarding and better compliance

Newgen's AI-first strategy is built on absorbing emerging technologies, adapting them with purpose, and innovating with customer outcomes in mind. We are making progress across sectors and geographies; the journey is ongoing. Our focus remains on delivering trusted, explainable AI solutions that create real business value and long-term impact.

Information in case of imported technology (imports during the last five years)
- Not applicable

c. Research and Development.

The Company has made and will continue to make, significant investments in software product research and development to enable and high level of client engagement and satisfaction. For fiscal 2025 and 2024 the Company spent 11.06% and 11.34% respectively (as a proportion of our total expenditure) on research and development. We believe that the industry, in which we compete, witnesses rapid technological advances in software development due to constantly evolving customer and industry preferences and needs.

The Company is focused on continuous innovation and technology absorption to develop and deliver compelling solutions. We are not only adopting new technology but leading it with an exemplary team of innovators and domain experts. With a keen understanding of technology trends, our development teams work closely with delivery functions to identify areas where we can scale up our products and meet the needs of our customers. With a well-structured product development process, from ideation to implementation, we ensure that the most advanced technologies are integrated with our solutions and services.

We consistently invest in research and development to expand the technology stack and boost digital transformation for our customers. As of date of this report, Newgen has been granted 25 patents across India and US. Moreover, in line with our commitment to leading-edge technology adoption, we have seamlessly integrated emerging technologies such as Robotic Process Automation (RPA), Cloud, Artificial Intelligence (AI), Machine Learning (ML) and Generative AI into our solutions.

Newgen Internal automation team leverages the technology with both in house & standard market tools to deliver innovative solutions for better stakeholder experience, improved engagements, better view of the data to facilitate business users to take informed decisions.

1. Product Improvement:

- MS Teams App is launched for service request processing for frequently used services by the employees in OmniDesk.
- UI/UX of portals are revamped to enrich user engagement and better view of the systems and higher employee productivity
- Processes are redesigned with Global mindset.
- Portals are moving to latest cutting-edge product Newgen ONE & Gen AI -Marvin for leveraging the new AI/ML capabilities.

2. Automation of Process:

- ESG system rolled out for tracking and implementing energy efficiency measures.
- Automation of internal process across different subsidiaries and capturing of data in system.
- Optimization of various services running in internal systems that resulted in better performance of the systems.

3. Standard Tools:

- "Planview" is being implemented for managing complex processes around Sales Operations, Project, Resource management & Invoicing.
- Microsoft Power BI tool was leveraged for creating executive dashboards for Sr. Management across different functional areas

d. Foreign Exchange Earnings and Outgo.

(₹ in Lakh)

Particulars	31 st March 2025	31 st March 2024
Foreign Exchange Earnings	89,583.15	73,692.95
Foreign Exchange Outgo	19,275.48	18,693.35

20. Risk Management:

The Board of Directors of the Company has constituted a Risk Management Committee to, inter-alia, assist the Board in overseeing the responsibilities with regard to identification, evaluation and mitigation of strategic, operational and other inherent risk.

This Committee has developed and approved a Risk Management Policy. The details of Risk Management Committee are included in the Corporate Governance Report which forms the part of this report.

The Company has also laid down a Risk Management Policy, defining Risk profiles involving Strategic, Technological, Operational, Financial, Organizational, Legal, and Regulatory risks within a well-defined framework. The Risk Management Policy acts as an enabler of growth for the Company by helping its businesses to identify the inherent risks, assess, evaluate and monitor these risks continuously and undertake effective steps to manage these risks. The Board evaluates the risk management systems through Risk Management Committee. More details on Risk Management including identification of risks and their

mitigation are covered in the Management Discussion & Analysis Report, which forms part of this report.

Risk Management policy is available on the website of the Company at: <https://landing.newgensoft.com/hubfs/2020%20Website%20files/IR/Risk-Management-Policy.pdf>.

Cyber Security Incident:

During the year under review, the Company had not faced any cyber security threat.

21. Whistle Blower Policy/Vigil Mechanism for Directors And Employees:

The Company is committed to develop a culture of the highest standards of ethical, moral, and legal business conduct wherein it is open to communication regarding the Company's business practices for employees to raise concerns about any poor or unacceptable practice and to protect employees from unlawful victimization, retaliation or discrimination for their having disclosed or reported fraud, unethical behaviour, violation of Code of Conduct, questionable accounting practices, grave misconduct etc. To implement the above, the Company has adopted a Whistle Blower Policy and Vigil Mechanism that provides a framework to report violations, any unethical behaviour, suspected or actual fraud, violation of the Code of Conduct, including providing adequate safeguards against victimisation. The Code/ Policy provides for adequate safeguards against victimization of director(s)/ employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

During the financial year 2024-25, three complaints were received through the Whistle Blower Mechanism, out of which one complaint remained pending for closure as on 31st March 2025. However, as of the date of this report, the pending complaint have been duly addressed and closed.

S. No.	Category	No. of complaints pending as on 1 st April 2024	Number of Complaints filed during the year	Number of complaints pending as on 31 st March 2025
1.	Complaint through Whistle Blower Mechanism	Nil	2	1

Brief note of the complaints received:

- Behavioral Issue:** One complaint related to a behavioral concern within a team at the workplace and the same was forwarded to the HR as per recommendation of the Ombudsman. This was addressed and resolved as per the Company's Disciplinary Action Policy.
- Conflict of Interest Allegation:** One complaint alleged a potential conflict of interest involving a Newgen official and a sub-contractor. The

Preliminary Investigation Report prepared by the Ombudsman was forwarded to the Audit Committee for its consideration. While the matter remained pending as on 31st March 2025, it has since been closed as on the date of this report.

The Company hereby affirms that it has not denied access to any person to the Audit Committee and that it has mechanism to provide protection to the Whistle Blower as per the Whistle Blower Policy of the Company.

Whistle Blower Policy/ Vigil Mechanism is available on the website of the Company at: https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Whistle%20Blower%20Policy.pdf.

22. Details of Significant and Material Orders Passed by the Regulators or Courts or Tribunals Impacting the Going Concern Status and Company's Operations in Future: Nil

23. Web Address for Annual Return:

In terms of Section 92(3) of the Act, and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at: <https://newgensoft.com/company/investor-relations/annual-return/>.

24. Business Responsibility and Sustainability Report:

At a time and age when enterprises are increasingly seen as critical components of the social system, they are accountable not merely to their shareholders from a revenue and profitability perspective but also to the larger society which is also its stakeholder. The Business Responsibility and Sustainability Report seeks disclosure on the performance of the Company against nine principles of the 'National Guidelines on Responsible Business Conduct' ('NGRBCs').

Business responsibility and sustainability report describing the initiatives taken by the Company from an environmental, social and governance perspective, in the format as specified by SEBI is enclosed herewith as "**Annexure - 7**" to this Report.

25. Corporate Governance:

The report on Corporate Governance as stipulated under the SEBI Listing Regulations forms an integral part of this Report and the same is enclosed herewith as "**Annexure - 8**" to this Report. The requisite compliance certificate from the Secretarial Auditor confirming compliance with the conditions of Corporate Governance is also attached to the Corporate Governance Report.

26. Management Discussion and Analysis:

The Management Discussion and Analysis Report, highlighting the important aspects of the business of the Company is enclosed herewith as "**Annexure 9**" to this Report.

27. Other Disclosures:

- a) As required under Regulation 30A of the SEBI Listing Regulations, the Company has to report that it has not been informed by any shareholders, promoters, promoter group entities, related parties, directors, KMPs or employees of the Company, who are purported to be parties to any agreements specified in Clause 5A of Paragraph A of Part A of Schedule III of the SEBI Listing Regulations, of having entered into any agreement or have signed any agreement to enter into such agreement to which the Company is not a party as at the end of the financial year. The Company further reports that there is no such agreement of the nature mentioned above that subsists on the date of coming into effect of the SEBI (LODR) (Second Amendment) Regulations, 2023
- b) Your Company has complied with the provisions, including those relating to the Constitution of Internal Complaints Committee, of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The details related with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is set out in the Corporate Governance Report which forms the part of this report.
- c) There are no significant and material orders passed by the regulators or courts or tribunal impacting the going concern status and the Company's operations in the future. Further, No application was made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year 2024-25 .
- d) The details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof. - Not Applicable
- e) No case/ complaint was reported under Child labour/ forced labour/ involuntary labour and Discriminatory employment related matters in the financial year 2024-25.
- f) The Company complies with all applicable mandatory secretarial standards issued by the Institute of Company Secretaries of India.
- g) During the financial year, the Company has not changed its Registered Office.

28. Directors' Responsibility Statement:

In terms of Section 134(5) of the Act, the Directors would like to state that:

- I. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any.
- II. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- III. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- IV. The Directors had prepared the annual accounts on a going concern basis.
- V. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- VI. The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. Cautionary Statements:

Statements in the Board's Report and the Management Discussion & Analysis Report describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statements.

30. Appreciation:

Your directors take this opportunity to thank all the members, customers, vendors, investors, bankers and other stakeholders for their confidence and continued support during the financial year 2024-25. Directors place on record their appreciation to the contribution made by employees through their hard work, dedication, competence, support and co-operation towards the growth of the Company.

For and on behalf of Board of Directors

Date: 27.05.2025
Place: New Delhi

Diwakar Nigam
Chairman & Managing Director
DIN: 00263222

Annexure 1

Form AOC-I

Statement containing salient features of the financial statement of subsidiaries
(Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

1	S.No.	1	2	3	4	5	6	7	8
	Name of the subsidiary	Newgen Computers Technologies Limited	Newgen Software Technologies (UK) Ltd.	Newgen Software Inc. USA	Newgen Software Technologies Canada Ltd.	Newgen Software Technologies Pte Ltd.	Newgen Software Technologies Pty Ltd.	Newgen Software Technologies L.L.C.	Newgen Software Technologies Company Limited
	The date since when subsidiary was acquired	20-01-1993	24-09-2015	03-11-1997	25-04-2012	25-04-2012	30-04-2019	15-06-2022	20-07-2023
	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	INR	GBP@110.67	USD @ 85.43	CAD @ 59.53	SGD @ 63.67	AUD @53.40	AED @23.26	SAR @22.78
	Share capital	21,00,000	2,21,33,440	10,25,18,040	59,52,500	1,59,16,625	5,33,95,000	6,97,87,800	2,27,81,800
	Reserves & surplus	60,76,125	2,76,54,836	64,14,88,208	5,10,41,848	21,49,73,194	2,50,95,393	3,55,12,956	4,07,70,302
	Total Assets	82,25,484	18,66,64,820	2,13,36,71,261	10,86,16,431	64,57,59,419	16,46,48,903	38,08,88,649	74,62,76,902
	Total Liabilities	49,347	13,68,76,588	1,38,96,65,028	5,16,22,083	41,48,69,601	8,61,58,494	27,55,87,885	68,27,24,800
	Investments	9,08,723	6,08,66,960	84,77,81,771	6,03,58,350	11,09,07,043	5,87,34,500	-	-
	Turnover	-	21,57,62,648	3,50,65,55,706	14,34,13,749	1,45,84,35,853	13,02,27,558	61,91,53,400	91,84,07,619
	Profit before taxation	4,52,256	65,83,808	18,28,44,081	1,33,89,017	4,63,14,876	93,15,169	3,22,76,153	4,63,04,925
	Provision for taxation	2,47,328	14,65,904	4,63,91,467	35,73,727	32,97,327	27,94,551	21,28,091	98,04,303
	Profit after taxation	2,04,928	51,17,904	13,64,52,614	98,15,290	4,30,17,550	65,20,619	3,01,48,062	3,65,00,622
	Proposed Dividend	-	-	-	-	-	-	-	-
	% of shareholding	100%	100%	100%	100%	100%	100%	100%	100%

2 Names of subsidiaries which are yet to commence operations

None

3 Names of subsidiaries which have been liquidated or sold during the year.

None

Part “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

NOT APPLICABLE

Names of associates or joint ventures which are yet to commence operations

None

Names of associates or joint ventures which have been liquidated or sold during the year.

None

For Newgen Software Technologies Limited

Diwakar Nigam

Chairman & Managing Director
DIN: 00263222

T.S. Vardarajan

Whole-Time Director
DIN: 00263115

Virender Jeet

Chief Executive Officer
PAN No:AAOPJ2433N

Arun Kumar Gupta

Chief Financial Officer
Membership No: 056859

Aman Mourya

Company Secretary
FCS: 9975

Date.: 02.05.2025
Place: New Delhi

Annexure 2

Disclosure regarding Employees Stock Option Scheme (ESOS) pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

1) Details related to the Scheme:

As on 31st March 2025, the Company has in place the Newgen Employees Stock Option Scheme – 2014 (“Newgen ESOP Scheme 2014”). This scheme complies with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“Regulations”) and Companies Act 2013. All the relevant details as prescribed under above Rule and Regulations are provided below and the same is also available on the website of the Company at <https://newgensoft.com/company/investor-relations/#corporate-governance>.

A. Relevant disclosures in terms of the ‘Guidance note on accounting for employee share-based payments’ issued by ICAI or any other relevant accounting standards as prescribed from time to time.

Please refer Note 35– Share Based Payment, of Notes to the Standalone Financial Statements forming part of the Annual Report.

B. Diluted EPS on the issue of shares pursuant to the scheme covered under the regulations in accordance with ‘Indian Accounting Standard (Ind AS) - 33 - Earnings Per Share’ or any other relevant accounting standards as prescribed from time to time.

Fully diluted EPS pursuant to issue of Equity Shares on exercise of ESOPs calculated in accordance with Ind AS - 33 ‘Earning Per Share’ (Consolidated)	Basic: 22.53 Diluted: 21.89
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C. Other Details relating to Newgen ESOP 2014.

S. No.	Particulars	Fiscal Year 2025										
i.	a) Date of shareholders' approval	As on 31 st March 2025, the Company has in place the Newgen Employee Stock Option Scheme – 2014 ("Newgen ESOP Scheme 2014"), as approved by the shareholders on 13 th November 2014, which was further amended and modified on 28 th July 2017 by the shareholders of the Company, to be compliant with the SEBI (Share Based Employee Benefits) Regulations, 2014 during IPO procedure. Post initial public offer of the Company, the shareholders ratified the Newgen ESOP 2014 Scheme on 9 th August 2018, as required under SEBI (Share Based Employee Benefits) Regulations, 2014. This Scheme was further amended by the Board of Directors on 25 th October 2021 and by the Shareholders of the Company on 23 rd June 2022, to be compliant with the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.										
	b) Total number of options approved	39,07,023* options are approved under the Scheme subject to necessary adjustment in case of any corporate action. <i>*Consequent to the adjustment related to the Bonus issue in the ratio of 1:1, as approved by the shareholders of the Group on 02nd January 2024, the pool of the Scheme was increased by 1,23,223 ESOPs convertible into the equal number of equity shares.</i>										
	c) Vesting requirements	Set forth below is the vesting schedule, subject to there being a gap of at least one year between the date of grant of options and the vesting of such options.										
		<table><tr><th>Number of options vested</th><th>Vesting schedule</th></tr><tr><td>10% of the options granted</td><td>One year from the date of grant</td></tr><tr><td>20% of the options granted</td><td>Two years from the date of grant</td></tr><tr><td>30% of the options granted</td><td>Three years from the date of grant</td></tr><tr><td>40% of the options granted</td><td>Four years from the date of grant</td></tr></table>	Number of options vested	Vesting schedule	10% of the options granted	One year from the date of grant	20% of the options granted	Two years from the date of grant	30% of the options granted	Three years from the date of grant	40% of the options granted	Four years from the date of grant
Number of options vested	Vesting schedule											
10% of the options granted	One year from the date of grant											
20% of the options granted	Two years from the date of grant											
30% of the options granted	Three years from the date of grant											
40% of the options granted	Four years from the date of grant											

S. No.	Particulars	Fiscal Year 2025
	d) Exercise price or pricing formula	₹63
	e) Maximum term of options granted	Once the options have vested, such options have to be exercised within a period of five years from the date on which the last of the options vest. The Vesting period shall be as stated in above point (c).
	f) Source of shares (primary, secondary or combination)	The Company uses Trust Route for implementing this Scheme. The source of Share to the Trust as on 31 st March 2025 is Primary. For more information, please refer details related to Newgen ESOP Trust as provided in this disclosure.
	g) Variation in terms of options	NIL
ii.	Method used to account for NEWGEN ESOP 2014(Intrinsic or fair value)/	Fair Value Method using Black-Scholes Model
iii.	Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.	During the financial year 2024-25 Company followed fair value accounting of stock options.

iv. Option movement during the year

S. No.	Particulars	Fiscal Year 2025
a)	Number of options outstanding at the beginning of the year	4,25,180
b)	Number of options granted during the year	43,000
c)	Number of options forfeited / lapsed during the year	Nil
d)	Number of options vested during the year	1,15,000
e)	Number of options exercised during the year	1,15,400
f)	Number of shares arising as a result of exercise of options	1,15,400
g)	Money realized by exercise of options (INR), if the Scheme is implemented directly by the company	36,35,100
h)	*Loan repaid by the Trust during the year from exercise price received	Nil
i)	Number of options outstanding at the end of the year	3,52,780
j)	Number of options exercisable at the end of the year	2,79,780

*no loan is outstanding under this Scheme.

- | | |
|--|--|
| <p>v. Weighted-average exercise prices and weighted-average fair values of options are disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.</p> | <ul style="list-style-type: none"> Weighted-average exercise prices: ₹63/- Weighted-average fair values of options granted during the year: NA |
|--|--|

vi. Employee wise details of the options granted:

a. Option granted to Senior Managerial Personnel & KMPs during the year	Nil																														
b. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year under the Scheme.	<table><tr><th>Employee Name</th><th>Employee Designation</th><th>Grant Name</th><th>Option Granted</th><th>Grant Date</th></tr><tr><td>Abhinav Kaushik</td><td>AVP</td><td>ESOP 2014/VIII</td><td>10000</td><td>18.07.2024</td></tr><tr><td>Avinash Agarwal</td><td>AVP</td><td>ESOP 2014/VIII</td><td>10000</td><td>18.07.2024</td></tr><tr><td>Dharmendra Kumar Thakur</td><td>AVP</td><td>ESOP 2014/VIII</td><td>6500</td><td>18.07.2024</td></tr><tr><td>Krishan Dutt</td><td>AVP</td><td>ESOP 2014/VIII</td><td>6500</td><td>18.07.2024</td></tr><tr><td>Dixit Shantanu Choudhari</td><td>AVP</td><td>ESOP 2014/VIII</td><td>10000</td><td>18.07.2024</td></tr></table>	Employee Name	Employee Designation	Grant Name	Option Granted	Grant Date	Abhinav Kaushik	AVP	ESOP 2014/VIII	10000	18.07.2024	Avinash Agarwal	AVP	ESOP 2014/VIII	10000	18.07.2024	Dharmendra Kumar Thakur	AVP	ESOP 2014/VIII	6500	18.07.2024	Krishan Dutt	AVP	ESOP 2014/VIII	6500	18.07.2024	Dixit Shantanu Choudhari	AVP	ESOP 2014/VIII	10000	18.07.2024
Employee Name	Employee Designation	Grant Name	Option Granted	Grant Date																											
Abhinav Kaushik	AVP	ESOP 2014/VIII	10000	18.07.2024																											
Avinash Agarwal	AVP	ESOP 2014/VIII	10000	18.07.2024																											
Dharmendra Kumar Thakur	AVP	ESOP 2014/VIII	6500	18.07.2024																											
Krishan Dutt	AVP	ESOP 2014/VIII	6500	18.07.2024																											
Dixit Shantanu Choudhari	AVP	ESOP 2014/VIII	10000	18.07.2024																											
c. Identified employees who were granted option during any one year equal to or exceeding 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant.	NIL																														

vii. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

Particulars	Newgen ESOP 2014 Grant – VIII 18.07.2024
Date of grant	18.07.2024
Fair value of options at grant date	955.03
*Share price at grant date	1049.05
Exercise price	63/-
Expected volatility (weighted-average)	46.04%
Expected life (weighted-average)	5 Yrs
Expected dividends	0.85%
Risk-free interest rate (based on government bonds)	6.83% - 6.84%

How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Historical volatility for the entire period has been taken since the shares are listed in the stock exchange.
The method used and the assumptions made to incorporate the effects of expected early exercise	The fair value of the employee share options has been measured using the Black-Scholes formula which presumes the option will be exercised at the end of the term.
whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	Yes. That has already taken effect through volatility and risk-free rate.

2) Details Related to Trust:

Newgen ESOP 2014 will continue to be implemented through the Trust Route and accordingly, Newgen ESOP Trust was constituted for Newgen ESOP 2014. In Trust Route, the Trust will utilize the shares already held by it and will acquire the shares of the company either through fresh allotment from the company or by way of secondary acquisition, if any.

(i) Details:

S.No.	Particulars	Newgen ESOP Trust (For Newgen ESOP 2014)
1.	Name of the Trust	Newgen ESOP Trust
2.	Details of the Trustee (s)	Mr. Amarendra Kishore Sharan and Mr. Arun Aggarwal*
3.	Amount of loan disbursed by the company/ any company in the group during the year	NIL
4.	Amount of loan outstanding (repayable to company/ any company in the group) as at the end of the year	NIL
5.	Amount of loan, if any, taken from any other source for which the company or any company in the group has provided any security or guarantee	NIL
6.	Any other contribution made to the Trust during the year	NIL

*During the financial year Mr. Arun Aggarwal has been appointed as a Trustee in place of Mr. Arvind Kaul.

(ii) Brief details of transactions in shares by the Trust:

S.No.	Particulars	Newgen ESOP Trust (For Newgen ESOP 2014)
1.	Number of shares held at the beginning of the year	3,06,786
2.	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid-up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil
3.	Number of shares transferred to the employees / sold along with the purpose thereof	1,15,400
4.	Number of shares held at the end of the year.	1,91,386

(iii) In case of secondary acquisition of shares by the Trust:

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained Newgen ESOP Trust
Held at the beginning of the year	NIL
Acquired during the year	NIL
Sold during the year	NIL
Transferred to the employees during the year	NIL
Held at the end of the year	NIL

For and on behalf of Board of Directors

Diwakar Nigam

Chairman & Managing Director
DIN: 00263222

Date: 27.05. 2025
Place: New Delhi

Annexure 2A

Disclosure regarding Employees Stock Option Scheme (ESOS) pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.

1) Details related to the Scheme:

As on 31st March 2025, the Company has in place the Newgen Employees Stock Option Scheme – 2022 (“Newgen ESOP Scheme 2022”). This scheme complies with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“Regulations”) and Companies Act 2013. All the relevant details as prescribed under above Rule and Regulations are provided below and the same is also available on the website of the Company at <https://newgensoft.com/company/investor-relations/#corporate-governance>.

A. Relevant disclosures in terms of the ‘Guidance note on accounting for employee share-based payments’ issued by ICAI or any other relevant accounting standards as prescribed from time to time.

Please refer Note 35– Share Based Payment, of Notes to the Standalone Financial Statements forming part of the Annual Report.

B. Diluted EPS on issue of shares pursuant to the scheme covered under the regulations in accordance with ‘Indian Accounting Standard (Ind AS) - 33 - Earnings Per Share’ or any other relevant accounting standards as prescribed from time to time.

Fully diluted EPS pursuant to issue of Equity Shares on exercise of ESOPs	Basic: 22.53
calculated in accordance with Ind AS - 33 ‘Earning Per Share’ (Consolidated)	Diluted: 21.89

C. Other Details relating to Newgen ESOP 2022.

S. No.	Particulars	Fiscal Year 2025										
i.	a) Date of shareholders' approval	<p>As on 31st March 2025, the Company has in place the Newgen Employee Stock Option Scheme – 2022 ("Newgen ESOP Scheme 2022"), as approved by the shareholders on 23rd June 2022.</p> <p>This Scheme is further amended on 25th July 2024 by the Shareholders of the Company for increase in the pool of the Stock Options and other amendments in Newgen Software Technologies Limited Employees Stock Option Scheme – 2022.</p>										
	b) Total number of options approved	<p>The maximum number of 42,00,000 shares* can be issued under this scheme.</p> <p>*Consequent to the adjustment related to the Bonus issue in the ratio of 1:1, as approved by the members of the Company on 2nd January 2024 the pool of the Scheme was increased from 14,00,000 to 28,00,000 ESOPs convertible into the equal number of equity shares.</p> <p>*Added further 14,00,000 shares in the Scheme with the approval of shareholders on 25th July 2024.</p>										
	c) Vesting requirements	<p>Set forth below is the vesting schedule, subject to there being a gap of at least one year between the date of grant of options and the vesting of such options.</p> <table><thead><tr><th>Number of options vested</th><th>Vesting schedule</th></tr></thead><tbody><tr><td>10% of the options granted</td><td>One year from the date of the grant</td></tr><tr><td>20% of the options granted</td><td>Two years from the date of the grant</td></tr><tr><td>30% of the options granted</td><td>Three years from the date of the grant</td></tr><tr><td>40% of the options granted</td><td>Four years from the date of the grant</td></tr></tbody></table>	Number of options vested	Vesting schedule	10% of the options granted	One year from the date of the grant	20% of the options granted	Two years from the date of the grant	30% of the options granted	Three years from the date of the grant	40% of the options granted	Four years from the date of the grant
Number of options vested	Vesting schedule											
10% of the options granted	One year from the date of the grant											
20% of the options granted	Two years from the date of the grant											
30% of the options granted	Three years from the date of the grant											
40% of the options granted	Four years from the date of the grant											

S. No.	Particulars	Fiscal Year 2025
	d) Exercise price or pricing formula	The Exercise Price of the Shares in the Scheme will be based upon the Market Price, along with a maximum discount of 10%, as approved by the Nomination & Remuneration Committee.
	e) Maximum term of options granted	Once the options have vested, such options have to be exercised within a period of five years from the date on which the last of the options vest. The vesting period shall be as stated in above point (c).
	f) Source of shares (primary, secondary or combination)	Company uses Trust Route for implementing this Scheme. The source of Share to the Trust as on 31 st March 2025 is Primary. For more information, please refer details related to Newgen ESOP Trust as provided in this disclosure.
	g) Variation in terms of options	NIL
ii.	Method used to account for NEWGEN ESOP 2022(Intrinsic or Fair value)	Fair Value Method using Black-Scholes Model
iii.	Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.	During the financial year 2024-25, Company followed fair value accounting of stock options.

iv. Option movement during the year

S. No.	Particulars	Fiscal Year 2025
a)	Number of options outstanding at the beginning of the year	24,05,927
b)	Number of options granted during the year	8,35,400
c)	Number of options forfeited / lapsed during the year	2,84,280
d)	Number of options vested during the year	3,78,580
e)	Number of options exercised during the year	2,13,253
f)	Number of shares arising as a result of exercise of options	2,13,253
g)	Money realized by exercise of options (INR), if the Scheme is implemented directly by the company	₹4,01,84,043/-
h)	Loan repaid by the Trust during the year from exercise price received	₹4,64,89,926/- (including interest of Loan)
i)	Number of options exercisable at the end of the year	2,90,714

v.	Weighted-average exercise prices and weighted-average fair values of options disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	<ul style="list-style-type: none"> Weighted-average exercise prices: ₹516.84/- Weighted-average fair values of options granted during the year: NA
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vi. Employee wise details of the options granted:

a. Option granted to Senior Managerial Personnel & KMPs during the year	KMPs:- NIL Senior Managerial Personnel:-																
	<table><tr><th>S.No.</th><th>Name of SMP</th><th>Designation</th><th>ESOP Granted</th></tr><tr><td>1</td><td>Mr. Nitin Agarwal</td><td>AVP - Process Digitisation - Head</td><td>8000</td></tr><tr><td>2</td><td>Mr. Soni Neelankavil</td><td>AVP - QSG and Chief Risk Officer</td><td>8000</td></tr><tr><td>3</td><td>Ms. Runki Goswami</td><td>Marketing - Head</td><td>15000</td></tr></table>	S.No.	Name of SMP	Designation	ESOP Granted	1	Mr. Nitin Agarwal	AVP - Process Digitisation - Head	8000	2	Mr. Soni Neelankavil	AVP - QSG and Chief Risk Officer	8000	3	Ms. Runki Goswami	Marketing - Head	15000
S.No.	Name of SMP	Designation	ESOP Granted														
1	Mr. Nitin Agarwal	AVP - Process Digitisation - Head	8000														
2	Mr. Soni Neelankavil	AVP - QSG and Chief Risk Officer	8000														
3	Ms. Runki Goswami	Marketing - Head	15000														
b. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Not Applicable																
c. Identified employees who were granted option during any one year equal to or exceeding 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant.	Not Applicable																

vii. A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

Particulars	ESOP Grant in Financial Year 2024-25			
	Grant V	Grant VI	Grant VII	Grant VIII
Fair value of options at grant date	439.45	535.76	688.34	809.21
Share price at grant date	866.45	1049.05	1350.85	1586.10
Exercise price	780	944.15	1216	1427.50
Expected volatility (weighted-average)	45.38%	46.04%	46.37%	46.39%
Expected life (weighted-average)	5 Years	5 years	5 years	5 years
Expected dividends	0.95%	0.85%	0.85%	0.85%
Risk-free interest rate (based on government bonds)	7.08%-7.12%	6.80% - 6.84%	6.57% - 6.65%	6.63%-6.67%

How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	Historical volatility for the entire period has been taken since the shares are listed in the stock exchange.
The method used and the assumptions made to incorporate the effects of expected early exercise	The fair value of the employee share options has been measured using the Black-Scholes formula which presumes the option will be exercised at the end of the term.
whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	Yes. That has already taken effect through volatility and risk-free rate.

2) Details Related to Trust:

Newgen ESOP 2022 will continue to be implemented through the Trust Route and accordingly, Newgen ESOP Trust was constituted for Newgen ESOP 2022. In Trust Route, the Trust will utilize the shares already held by it and will acquire the shares of the company either through fresh allotment from the company or by way of secondary acquisition, if any.

(i) Details:

S.No.	Particulars	Newgen ESOP Trust (For Newgen ESOP 2022)
1.	Name of the Trust	Newgen ESOP Trust
2.	Details of the Trustee (s)	Mr. Amarendra Kishore Sharan and Mr. Arun Aggarwal
3.	Amount of loan disbursed by the company/ any company in the group during the year	₹10,25,73,713/-
4.	Amount of loan outstanding (repayable to the Company/ any company in the group) as at the end of the year	Loan:- ₹43,20,31,326/- Interest:- ₹49,15,592/-
5.	Amount of loan, if any, taken from any other source for which the company or any company in the group has provided any security or guarantee	NIL
6.	Any other contribution made to the Trust during the year	NIL

*During the financial year Mr. Arun Aggarwal was appointed as a Trustee in place of Mr. Arvind Kaul.

(ii) Brief details of transactions in shares by the Trust under this specific Scheme:

S.No.	Particulars	Newgen ESOP Trust (For Newgen ESOP 2022)
1.	Number of shares held at the beginning of the year (under this Scheme 2022)	2,05,697*
2.	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid-up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Primary issuance: 3,93,385 shares. Secondary acquisition: Nil
3.	Number of shares transferred to the employees / sold along with the purpose thereof	2,13,253
4.	Number of shares held at the end of the year.	3,85,829

*Adjusted with shares in transit (in process of transfer of shares to the employee as on 1st April 2025).

(iii) In case of secondary acquisition of shares by the Trust:

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained Newgen ESOP Trust
Held at the beginning of the year	NIL
Acquired during the year	NIL
Sold during the year	NIL
Transferred to the employees during the year	NIL
Held at the end of the year	NIL

For and on behalf of Board of Directors

Date: 27.05.2025
Place: New Delhi

Diwakar Nigam
Chairman & Managing Director
DIN: 00263222

Annexure 2B

Disclosure regarding Restricted Stocks Units (RSU) pursuant to Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

1) Details related to the Scheme:

As on 31st March 2025, the Company has also in place the Newgen Software Technologies Restricted Stock Units Scheme - 2021 ("Newgen RSU - 2021"). This scheme complies with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("Regulations") and Companies Act 2013. All the relevant details as prescribed under the above Rule and Regulations are provided below and the same is also available on the website of the Company at <https://newgensoft.com/company/investor-relations/#corporate-governance>.

A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.

Please refer Note number 35 - Share-Based Payment, of Notes to the Standalone Financial Statements forming part of the Annual Report.

B. Diluted EPS on issue of shares pursuant to the scheme covered under the regulations in accordance with 'Indian Accounting Standard (Ind AS) - 33 - Earnings Per Share' or any other relevant accounting standards as prescribed from time to time:

Fully diluted EPS pursuant to issue of Equity Shares on exercise of RSUs	Basic: 22.53
calculated in accordance with Ind AS - 33 'Earning Per Share' (Consolidated)	Diluted: 21.89

C. Other Details relating to Newgen RSU - 2021

S. No.	Particulars	Fiscal Year 2025						
i.	a) Date of shareholders' approval	<p>The Newgen Software Technologies Restricted Stock Units Scheme - 2021 ("Newgen RSU - 2021"), was approved by the shareholders on 26th December 2020, which was further amended on 25th October 2021 by the Board of Directors of the Company, to be compliant with the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.</p> <p>This Scheme is further amended on 23rd June 2022 by the Share holders of the Company, to be compliant with the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021.</p>						
	b) Total number of RSUs approved	<p>The maximum number of 28,00,000 shares can be issued under this Scheme.</p> <p><i>*Consequent to the adjustment related to the Bonus issue in the ratio of 1:1, as approved by the members of the Company on 2nd January 2024 the pool of the Scheme was increased from 14,00,000 to 28,00,000 RSUs convertible into the equal number of equity shares.</i></p>						
	c) Total number of RSUs granted during the year.	Nil						
	d) Vesting requirements	<p>Set forth below is the vesting schedule, subject to the performance matrix and eligibility:</p> <table><tr><th>Time Period</th><th>% of RSUs to be vested</th></tr><tr><td>At the end of 3rd year from the grant date</td><td>50% of the RSUs Granted</td></tr><tr><td>At the end of 5th year from the grant date</td><td>50% of the RSUs Granted</td></tr></table> <p><i>*Vesting schedule is subject to the performance matrix as defined in the Scheme.</i></p>	Time Period	% of RSUs to be vested	At the end of 3 rd year from the grant date	50% of the RSUs Granted	At the end of 5 th year from the grant date	50% of the RSUs Granted
Time Period	% of RSUs to be vested							
At the end of 3 rd year from the grant date	50% of the RSUs Granted							
At the end of 5 th year from the grant date	50% of the RSUs Granted							
	e) Exercise price or pricing formula	₹10/- each RSU						
	f) Maximum term of RSUs granted	Once the RSUs have vested, such RSUs have to be exercised within a period of five years from the date on which the last of the RSUs vest. The vesting period shall be as stated in above point (d).						

S. No.	Particulars	Fiscal Year 2025
	g) Source of shares (primary, secondary or combination)	Company uses Trust Route for implementing this Scheme. For more information, please refer to details related to Newgen RSU Trust as provided in this disclosure.
ii.	h) Variation in terms of RSUs Method used to account for NEWGEN RSU 2021 (Intrinsic or Fair value)	NIL Fair value method
iii.	Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognised if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed	During the financial year 2024-25, Company followed fair value accounting of stock RSUs.

iv. RSUs movement during the year

S. No.	Particulars	Fiscal Year 2025
a	Number of RSUs outstanding at the beginning of the year	26,40,000
b	Number of RSUs granted during the year	Nil
c	Number of RSUs forfeited / lapsed during the year	6,000
d	Number of RSUs vested during the year	12,52,000
e	Number of RSUs exercised during the year	1,04,975
f	Number of shares arising as a result of exercise of RSUs	1,04,975
g	Money realized by exercise of RSUs (INR), if scheme is implemented directly by the Company	₹5,24,875
h	Loan repaid by the Trust during the year from exercise price received	Nil
i	Number of RSUs outstanding at the end of the year	25,29,025
j	Number of RSUs exercisable at the end of the year	11,47,025

- v. Weighted-average exercise prices and weighted-average fair values of RSUs disclosed separately for RSUs whose exercise price either equals or exceeds or is less than the market price of the stock.
- Weighted-average exercise prices: ₹10/-
 - Weighted-average fair values of options granted during the year: NA

vi i. Employee wise details of the RSUs granted:

a.	RSUs granted to Senior Managerial Personnel & KMPs during the year	NIL
b.	Any other employee who receives a grant in any one year of RSUs amounting to 5% or more of RSUs granted during that year.	NIL
c.	Identified employees who were granted RSUs during any one year equal to or exceeding 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant.	NIL

vii. A description of the method and significant assumptions used during the year to estimate the fair value of RSUs including the following information:

Particulars	
Fair value of options at grant date	No Grant during the financial year
Share price at grant date	
Exercise price	
Expected volatility (weighted-average)	
Expected life (weighted-average)	
Expected dividends	
Risk-free interest rate (based on government bonds)	
The method used and the assumptions made to incorporate the effects of expected early exercise	The fair value of the employee share RSUs has been measured using the Black-Scholes formula which presumes the RSUs will be exercised at the end of the term.
How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility.	The fair value of the employee share options has been measured using the Black-Scholes formula which presumes the RSUs will be exercised at the end of the term
Whether and how any other features of the RSUs grant were incorporated into the measurement of fair value, such as a market condition	Yes. That has already taken effect through volatility and risk-free rate.

2) Details Related to Trust:

Newgen RSU - 2021 will continue to be implemented through the Trust Route and accordingly, Newgen RSU Trust was constituted to implement the Scheme. In the Trust Route, the Trust will acquire the shares of the Company either through fresh allotment from the Company or by way of secondary acquisition, if any.

(i) Details:

S.No.	Particulars	Newgen RSU Trust
1	Name of the Trust	Newgen RSU Trust
2	Details of the Trustee (s)	Mr. Rajesh Pathak Mr. Arun Aggarwal*
3	Amount of loan disbursed by the company/ any company in the group during the year	Nil
4	Amount of loan outstanding (repayable to Company/ any company in the group) as at the end of the year	Principle: ₹47,00,000 Interest : ₹72,110
5	Amount of loan, if any, taken from any other source for which the company or any company in the group has provided any security or guarantee	NIL
6	Any other contribution made to the Trust during the year	NIL

*During the financial year, Mr. Arun Aggarwal has been appointed as a Trustee in place of Mr. Arvind Kaul.

(ii) Brief details of transactions in shares by the Newgen RSU Trust:

S.No.	Particulars	Newgen RSU Trust
1	Number of shares held at the beginning of the year	NIL
2	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid-up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	9,40,000
3	Number of shares transferred to the employees / sold along with the purpose thereof	1,04,975
4	Number of shares held at the end of the year.	8,35,025

(iii) In case of secondary acquisition of shares by the Trust:

Number of shares	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
	Newgen RSU Trust
Held at the beginning of the year	NIL
Acquired during the year	NIL
Sold during the year	NIL
Transferred to the employees during the year	NIL
Held at the end of the year	NIL

For and on behalf of Board of Directors

Diwakar Nigam

Chairman & Managing Director
DIN: 00263222

Date: 27.05.2025
Place: New Delhi

Annexure 3

Details pertaining to Remuneration as required to be disclosed under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- i. Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25.

Sr. No.	Name of the Director	Ratio to the median remuneration of the employees
1.	Mr. Diwakar Nigam, Chairman & Managing Director	79.80
2.	Mr. T. S. Varadarajan, Whole - time Director	44.06
3.	Mrs. Priyadarshini Nigam, Whole - time Director	26.84
4.	*Mr. Kaushik Dutta, Independent Director	3.06
5.	Mrs. Padmaja Krishnan, Independent Director	10.77
6.	Mr. Saurabh Srivastava, Independent Director	10.67
7.	Mr. Subramaniam Ramnath Iyer, Independent Director	11.08
8.	*Mr. Sudhir Sethi, Independent Director-Joined during the year	6.47

*(1) Mr. Sudhir Sethi has been appointed as Independent Director with effect from 30th July 2024.

(2) Mr. Kaushik Dutta has ceased to be Independent Director on 08th July 2024(closing of business hours) due to completion of his second tenure.

- ii. Percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, and Company Secretary during the financial year 2024-25: -

Sr. No.	Name of the Person	% Increase in Remuneration
1.	Mr. Diwakar Nigam, Chairman & Managing Director	40.45%
2.	Mr. T. S. Varadarajan, Whole - time Director	42.69%
3.	Mrs. Priyadarshini Nigam, Whole-time Director	45.55%
4.	*Mr. Kaushik Dutta, Independent Director	Not Applicable
5.	Mrs. Padmaja Krishnan, Independent Director	36.55%
6.	Mr. Saurabh Srivastava, Independent Director	27.00%
7.	Mr. Subramaniam Ramnath Iyer, Independent Director	22.88%
8.	*Mr. Sudhir Sethi, Independent Director	Not Applicable
9.	Mr. Virender Jeet, Chief Executive Officer	18.91%
10.	Mr. Arun Kumar Gupta, Chief Financial Officer	14.60%
11.	Mr. Aman Mourya, Company Secretary	4.37%

*(1) Mr. Sudhir Sethi has been appointed as Independent Director with effect from 30th July 2024.

(2) Mr. Kaushik Dutta has ceased to be Independent Director on 08th July 2024(closing of business hours) to completion of his second tenure.

(3) The remuneration of Independent Directors includes a sitting fee and commission on profit.

- iii. Percentage increase in the median remuneration of employees in the financial year 2024-25: 5.23%
- iv. The number of permanent employees on the rolls of the Company as on 31st March 2025 was 3783 (standalone). Permanent Employees exclude probation, Temporary, Casual, Contractual & Third-Party Employees, Trainees.
- v. The average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was 12.53 % and the average percentile increase in the remuneration of managerial personnel i.e executive directors was 41.99%.

The increase in salaries during the year is based on the remuneration policy/reward philosophy of the Company and due to annual appraisals of employees.

- vi. The key parameters for any variable component of remuneration availed by the directors:

Executive Directors - Nomination & Remuneration Committee recommends to the Board the commission amount being the variable component of their compensation annually based on their individual responsibilities and contributions to the performance of the organization.

Non-Executive Directors - Board determines the variable compensation being commission on profit, based on a few parameters such as involvement and time spent in carrying out duties and responsibilities, contributions in their areas of expertise, besides their activities in committees and allied areas for the benefit of the organization.

- vii. The remuneration is in accordance with the Remuneration Policy of the Company which is available on the website of the Company in the section of Investor Relations. The link to access the file is:- https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/doc00744720230509144545.pdf.

Statement of particulars under Section 197(12) of the Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended 31st March 2025 (also includes the details of top ten employees of the Company)

- i. The names of top employees in terms of remuneration drawn (remuneration paid in the financial year 2024-25) and the name of every employee of the Company, who - if employed throughout the financial year 2024-25, was in receipt of remuneration which, in the aggregate, was not less than One Crore and Two Lakh rupees:

Sr. No.	Name	Designation	Nature of employment, whether contractual or otherwise	Remuneration Received	Age	Qualification	Experience in years	Last Employment	Date of Commencement of Employment
1.	Diwakar Nigam	Chairman & Managing Director	Permanent	7,78,05,084	70	MSC, M. Tech	49	NA	He has been on the Board of the Company since 01.04.1993
2.	Virender Jeet	Chief Executive Officer	Permanent	4,75,29,127	56	B.E	31	NIE - Jaipur	01.12.1992
3.	T.S. Varadarajan	Whole-time Director	Permanent	4,29,58,031	72	BE, M.Tech.	50	NA	He has been on the Board, since inception of the Company.
4.	Surender Jeet Raj**	EVP - Global Business Strategy & HR	Permanent	4,25,39,550	67	Ph.D - Business Management	44	PCS DG	16.08.1993
5.	Tarun Nandwani	Chief Operating Officer	Permanent	3,84,09,684	53	B.E	31	NA	15.07.1993
6.	Vivek Bhatnagar***	Vice President Sales International	Permanent	3,08,82,727	54	MBA	34	TCS Ltd	24.08.2011
7.	Priyadarshini Nigam	Whole-Time Director	Permanent	2,61,74,138	68	Master's degree in Economics.	34	Not Applicable	20.09.1997
8.	Sunil Pandita	Vice President	Permanent	2,31,48,372	52	BE MBA	25	Samsung India Electronics Limited	03.06.2019
9.	Arun Kumar Gupta	Chief Financial Officer	Permanent	1,88,12,320	55	CA, CS, CMA	26	Interra Infotech	15.10.2010
10.	Ashok Kapoor****	Vice President Software Development	Permanent	1,72,57,045	59	PGDM	33	NIIT	06.04.2015
11.	Nikhil Sawhney*****	Vice President	Permanent	151,78,076	50	B.E	24	NA	04.06.2001
12.	Rajvinder Singh Kohli	Sr.Vice President	Permanent	1,45,77,716	59	PGDRM	38	Tecnova	23.11.2020
13.	Vivek Mani Tripathi	Vice President	Permanent	1,36,30,984	59	B.Sc PGDM	32	Biba Apparels Pvt Ltd	05.04.2021
14.	Kaushal Verma	Vice President	Permanent	1,12,38,980	43	BIS	22	Fascination Infotech	01.10.2023
15.	Atin Kumar	Vice President	Permanent	99,04,295	51	MCA	28	NA	03.06.1997

- *Remuneration also includes provisions for bonuses, variable incentives and ESOP perquisites to the extent options exercised during the year and includes the amount outstanding at the year-end.
- **ESOP perquisites amounting to ₹48.37 Lakhs is added in his salary.
- ***ESOP perquisites amounting to ₹1.09 Cr is added in his salary.
- ****ESOP perquisites amounting to ₹50.39 Lakhs. is added in his salary.
- *****ESOP perquisites amounting to ₹49.92 Lakhs is added in his salary.

- ii. Employees having a salary of more than 1.02 Cr due to ESOP perquisites arised pursuant to the exercise of their stock option rights under the Newgen ESOP Scheme 2014/Newgen ESOP Scheme 2022/ Newgen RSU Scheme 2021.

Sr. No.	Name	Designation	Nature of employment, whether contractual or otherwise	Remuneration Received	Age	Qualification	Experience in years	Last Employment	Date of Commencement of Employment
1.	Rajan Nagina*	Vice President	Permanent	3,00,05,236	47	MBA	11	Number Theory	01.10.2023
2.	Tarun Gulyani**	Vice President	Permanent	2,91,60,070	40	M.TECH	11	Number Theory	01.10.2023
3.	Gurkirpal Singh***	Associate Vice President	Permanent	1,81,09,630	63	B.A (Hons)	45	Hdfc Bank Ltd	12.07.2018
4.	Deepak Kumar Bachani****	Associate Vice President	Permanent	1,77,60,584	48	MCA	22	Safenet Inc, Noida	09.09.2013
5.	Anupam Vashisth*****	Principal Architect	Permanent	1,68,02,366	42	B.E	20	IBM	01.09.2014
6.	Ritesh Varma*****	Vice President	Permanent	1,40,08,848	50	PGDBM	26	NA	15.06.1999
7.	Dinesh Kumar Parikh*****	Vice President	Permanent	1,37,46,699	49	B.TECH	25	NA	06.10.1999

- *ESOP perquisites amounting to ₹2.016 Cr is added in his salary.
- **ESOP perquisites amounting to ₹2.016 Cr is added in his salary.
- ***ESOP perquisites amounting to ₹1.026 Cr. is added in his salary.
- ****ESOP perquisites amounting to ₹1.06 Cr is added in his salary.
- *****ESOP perquisites amounting to ₹1.20 Cr is added in his salary.
- *****ESOP perquisites amounting to ₹49.92 lakh is added in his salary.
- *****ESOP perquisites amounting to ₹53.18 lakh is added in his salary.

- iii. Details of an employee if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight Lakh and Fifty Thousand rupees per month.

Sr. No.	Name	Designation	Nature of employment, whether contractual or otherwise	Remuneration Received	Age	Qualification	Experience in years	Last Employment	Date of Commencement of Employment
Not Applicable									

- iv. Particulars of Employees posted and working in a country outside India, not being Director or their relatives, drawing more than sixty lakh rupees per financial year 2024-25 or five lakh rupees per month:

Sr. No.	Name	Designation	Nature of employment, whether contractual or otherwise	Remuneration Received	Age	Qualification	Experience in years	Last Employment	Date of Commencement of Employment
Not Applicable									

Notes:

- a) Above remunerations also include provisions for the bonus, variable incentives, and ESOP perquisites to the extent options exercised during the year and includes the amount outstanding, if any, at the year end.

- b) Except Mr. Diwakar Nigam, Chairman & Managing Director (holding 22.14% of equity shares himself and 9.28% of equity shares through his spouse) and Mr. T.S. Varadarajan (holding 22.37 % of equity shares himself), no other employees, as listed above, holding, by himself or herself along with his/her spouse and dependent children, 2% or more of equity shares of the Company.
- c) None of the employees as listed above is a relative of the Director of the Company except below:-
- Mrs. Priyadarshini Nigam, Whole-time Director is the spouse of Mr. Diwakar Nigam, Chairman & Managing Director of the Company.
- v. Details of the employee if employed throughout the financial year 2024-25 or part thereof, was in receipt of remuneration in that year which is in excess of that drawn by the Managing Director and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company, except the details of employees forming part of this annexure.

Nil

For and on behalf of the Board of Directors

Date: 27.05.2025
Place: New Delhi

Diwakar Nigam
Chairman & Managing Director
DIN: 00263222

Annexure 4

SECRETARIAL AUDIT REPORT

(For the financial year ended 31st March 2025)

[Pursuant to section 204(1) of the companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Newgen Software Technologies Limited
E-44/13, Okhla Phase II New Delhi-110020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Newgen Software Technologies Limited** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion, subject to Annexure 'A' to this report thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit and on the basis of the written representations/explanations received from the management, we hereby report that in our opinion the Company has, during the audit period covering the financial year ended on 31st March 2025 ('audit period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2025, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of foreign direct investment, overseas direct investment;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **not applicable during the period under review**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **not applicable during the period under review**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **not applicable during the period under review**
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) The company carries business of software development and related activities for which it has registration with the SEZ Noida and the Management has identified and confirmed the following laws as specifically applicable to the Company:
 - a) The Information Technology Act, 2000;
 - b) The Special Economic Zone Act, 2005;
 - c) The Indian Copyright Act, 1957;
 - d) The Patents Act, 1970; and
 - e) The Trade Marks Act, 1999.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

During the period under review the company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

We further report that:-

- the Board of directors of the company is duly constituted with proper balance of executive directors, non-executive directors and independent directors. There were changes in the composition of the Board of Directors which were carried away as per the Act and relevant rules during the audit period.
- advance notice is given to all directors to schedule the board meetings, agenda and detailed notes on agenda (except items related to UPSI) were sent normally at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- all decisions at Board Meetings and Committee Meetings are normally carried out unanimously as recorded in the minutes of the meetings of the Board or Committees of the Board, as the case may be.
- the Company has complied with the requirements of Structured Digital Database (SDD) pursuant to provisions of Regulation 3(5) and 3(6) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations).

- During the period under review, PricewaterhouseCoopers Services LLP (LLPIN (Registration Number: AAI-8885) re-appointed as Internal Auditors of the Company for the financial year 2024-2025.
- Pursuant to the approval of the Board of Directors dated 20th January 2025, the Company allotted 3,93,385 (Three Lac Ninety Three Thousand Three Hundred Eighty Five) fully paid up Equity Shares of Face Value of 10/- each to Newgen ESOP Trust through primary issue and further allotted 9,40,000 (Nine Lac Forty Thousand) fully paid up Equity Shares of Face Value of 10/- each to Newgen RSU Trust.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in place in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events/actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

For **AIJAZ & ASSOCIATES**
Practicing Company Secretaries

Place: New Delhi
Date : 22.04.2025

FCS No.6563
C.P. No.7040
P.R.C. No. 2632
UDIN: F006563G000175336

Annexure 'A'

To,
The Members
Newgen Software Technologies Limited
E-44/13, Okhla Phase II New Delhi-110020

Our report of even date is to be read along with this Annexure.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi
Date : 22.04.2025

Annexure 5

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

Not Applicable. Newgen Software Technologies Limited (the Company) has not entered into any contract/arrangement/transaction with its related parties which is not in ordinary course of business or not at arm's length during FY 2024-25

2. Details of material contracts or arrangement or transactions at arm's length basis

The details of transactions with wholly owned subsidiaries are set out in the standalone financial statements forming part of the Board's Report. The same may be referred for this purpose. The pricing of the transactions with wholly owned subsidiaries are based on the Independent Transfer Pricing Report given by Price Waterhouse & Co., Chartered Accountants which determined the arms-length pricing and are under ordinary course of business. All transactions, based on respective master service agreements, with wholly owned subsidiaries, were placed before the Audit Committee and the Board of Directors on quarterly basis for its review, approval and noting, as the case may be.

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Aggregate Transaction Value during Financial Year (if Material) (Amount in Lakh)	Amount paid as advances, if any:
Newgen Software Inc. USA (Material Wholly Owned Subsidiary)	Sale of products and services	Ongoing (duration of transaction 1 st April 2024-31 st March 2025)	Pursuant to the Master service agreement executed between Company and Newgen Software Inc. USA, the Company provides licensed software products, including support, maintenance and other services to the clients of Newgen Software Inc. (USA). Newgen Software Inc. (USA) provides marketing and sales support to the Company. The Company provides back-office support services, Management Support services and also charged cost for any employee transfer from NSTL to Subsidiary.	Not applicable, since the contract was entered into in the ordinary course of business and on arm's length basis.	22,985.40	
	Back office support services				208.79	
	Employee Transfer Cost				41.72	
	Management Support Service				615.90	
	Outsourced Technical Expenses				4,963.31	

Aggregated transaction with a related party shall be considered material if the transaction(s) entered during the financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Aggregate transactions, during the financial year 2024-25 with other respective subsidiaries are not material.

*Since these RPTs are in the ordinary course of business and are at the arm's length basis, approval of the Members is not applicable. However, these are reported to the Audit Committee / Board at their quarterly meetings.

Date.: 27.05.2025
Place: New Delhi

Diwakar Nigam
Chairman & Managing Director
DIN: 00263222

Annexure 6

Annual Report on Corporate Social Responsibility (“CSR”) Activities or Programmes pursuant to Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2022.

1. Brief outline on CSR Policy of the Company:

Newgen's CSR mission is to actively contribute to the social and economic development of the communities in which we operate. The core philosophy is to empower the lesser privileged sections of society through a holistic approach to help them realize their full potential and ensure a good quality of life.

In line with the sustainable development goals (SDGs) and nationwide outcry to promote education, Newgen contributes to the Schedule VII thematic areas of promotion of education and eradication of hunger, poverty, and malnutrition and achiever gender equality and empower all women & girls.

Newgen CSR Programs:

a. Newgen Digital Discovery Paathshala (NDDP)

Newgen piloted its flagship CSR program, Newgen Digital Discovery Paathshala (NDDP), in November 2015. It is designed to promote digital literacy, equitable education, and quality learning among less privileged students.

NDDP currently extends to around 3,000 girls studying at the government schools in Harkesh Nagar and Tekhand, Delhi, from Classes 6 to 8.

Under the aegis of NDDP, students get digital devices, including iPads, tablets, and smartphones, to make education more accessible. So far, free access to digital devices (tablets) and data cards has helped over 2,600 students and instilled a habit of self-learning through online research.

The NDDP program adopted hybrid education, using both offline and online digital learning platforms, after the pandemic. Along with their school curriculum, students are also offered age-appropriate sessions around mental well-being, life skills and personality development, which help them realize their self-worth, gain confidence, and become self-reliant.

NDDP Alumni (Graduates from NDDP from Classes 9 to 12): The focus is on the personality development, mental well-being, and career mentoring of the NDDP alumni. Professionals from different walks of life are invited to share the experiences that inspired their careers.

Scholarships are offered for higher education to ensure these students continue their learning journey even after school. Over 120 students of the Class 12 batch have been able to secure scholarships this year.

Engagement with Stakeholders

NDDP involves the primary stakeholders, i.e., the teachers and the parents, to strengthen the program and make it sustainable in the following ways:

NDDP Samarth Shikshaks (Teachers' Program)

Samarth Shikshaks are the guides for NDDP students.

The regular communication with the teachers and principals in the Newgen-adopted schools helped in aligning the NDDP classes with respect to the curriculum topics taught in school, thereby rendering NDDP sessions an add-on remedial supportive class for the students.

NDDP Samarth Saarthi (Mothers' Program)

The mothers of the NDDP students have been a part of the digital literacy, skill development, and mental health awareness journeys.

This FY 2024-2025, Newgen extended its NDDP arm by initiating skill development training for the mothers of NDDP students. A batch of 40 women have been trained for stitching, crochet, embroidery and related skills. 5 exhibitions in Newgen's Delhi-NCR offices exhibited the beautiful display of handcrafted products that included coasters, mats, laptop sleeves, tab sleeves, pouches, bottle bags, crochet toys, crochet earrings, and many more. The creators of the products are given the entire proceeds of the sale which goes a long way in inspiring them to make this source of revenue for their families.

Financial literacy, digital literacy & mental health well-being sessions are also conducted regularly for the broader group of Samarth Saarthi (the mothers) covering over 300 women.

b. Computer Shiksha - Computer Literacy

The partnership with Computer Shiksha aims to bring computer literacy among the students studying in low budget private/government/ NGO schools. In the FY 2024-2025, 1.2lac+

students from 307 schools benefitted from the program. The partnership has helped take computer literacy to the schools in the remotest areas of the country - Rural areas, border areas, Northeast states. In this project 15 aspirational districts were covered - Chandauli, Mirzapur, Siddharth Nagar, Fatehpur in UP, Dharashiv (Maharashtra), Rayagada and Balangir in Odisha, Adilabad and Khammam in Telangana, Ribhoi (Meghalaya), Chandel (Manipur), Korba (Chhattisgarh), Karauli (Rajasthan), Dhalai (Tripura), Darrang (Assam).

c. KHUSHII - Digital & Remedial Education Program

Newgen, in association with NGO KHUSHII (Kinship for Humanitarian, Social and Holistic Intervention in India), offers remedial and digital classes to students in government schools. The project reaches over 9,600 students in Delhi (Harkesh Nagar, Tekhand, Indira Kalyan Vihar), Tamil Nadu (Melpadappai), and flood-affected regions of Uttarakhand (Ramgarh district).

The interventions in the project included remedial subject-based sessions, STEM, creative and critical thinking classes, digital classes, sessions on WASH (Water, Sanitation, and Hygiene), and related topics. The intervention has addressed barriers to learning by providing remedial teachers for subjects like Hindi, English, Mathematics, Computers, and Spoken English. It has helped students overcome foundational learning gaps. It has also played a pivotal role in transforming the learning environment by resource optimisation, capacity building of the teachers and community engagement.

d. K K Academy - Holistic Education

Newgen's partnership with KK Academy in Lucknow supports the holistic development of the students within an environment of inclusivity. The program benefits 225+ students, from Nursery to Class 8. The program includes a variety of components like STEM, the language development program, life skills training, creative activities, and digital learning.

e. Akshaya Patra Foundation - Mid-Day Meal Program

Newgen, in collaboration with The Akshaya Patra Foundation, ensures children get healthy

and nutritious mid-day meals during their formative years. The project provided over 17 lakh mid-day meals to 12,000+ school students in the remote areas of Lucknow, Vrindavan, Mant, Gorakhpur (Uttar Pradesh); Baran, Nathdwara (Rajasthan); Puducherry; Nellore, Mangalagiri (Andhra Pradesh).

f. EOFO - Skill Development

Newgen partnered with EOFO to support the Skill Development Centre for NDDP mothers with professional training for stitching, crochet, embroidery and related skills. 40 women have been trained in the Skill Development Centre based in Okhla.

g. IAm - Personality Development Sessions

Newgen collaborated with I Am Wellbeing, a mental health organization, to support students with various aspects of mental well-being through self-evaluation and practical sessions. The program targets over 4,000 NDDP students and NDDP alumni and 400+ mothers through monthly sessions. The sessions benefit the students with techniques to maintain sound physical and psychological health for themselves.

h. Engagement with Newgen Volunteers

CSR Week 2025: The CSR Week provides an annual opportunity for all the Newgen employees to witness the impact the various programs are making. CSR Magic of Recycling Exhibition on the Founder's Day with the spouses of the senior management as special guests was the highlight of the week. In addition, there was daily CSR quiz, debate & declamation competitions for NDDP students & mothers, selfie contest, and write-up competition.

Newgen volunteers participated in the activities with zeal & enthusiasm.

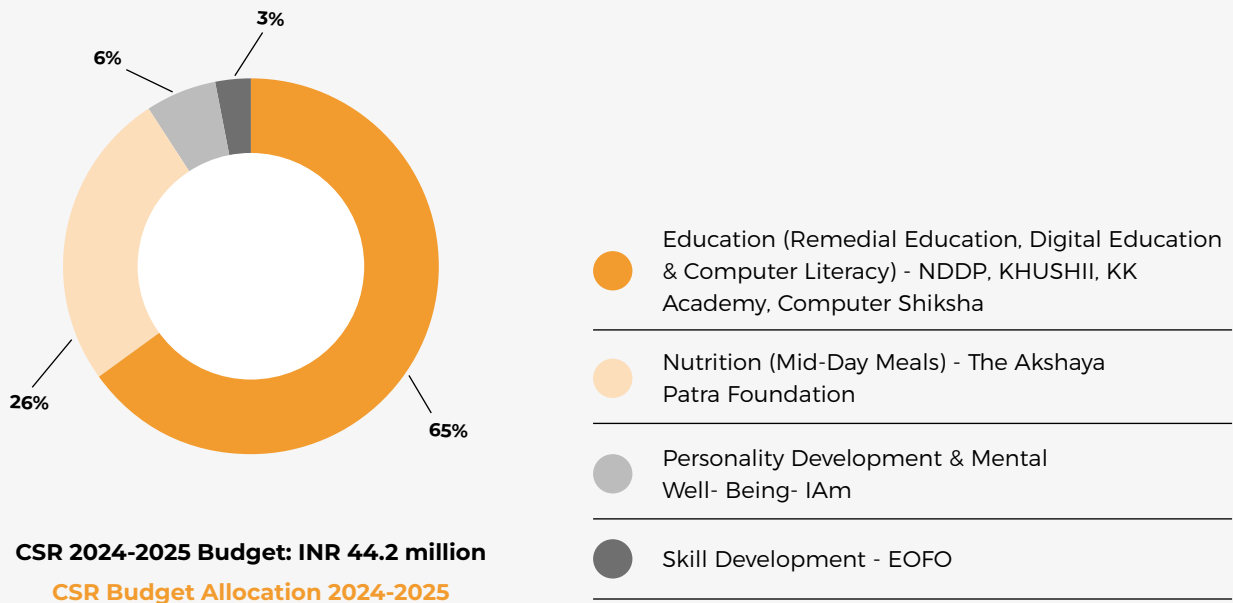
Throughout the year also, Newgen employees participated in the NDDP sessions and Skill Development Centre as judges, speakers, and special guests in debate competitions, career mentoring sessions, special day celebrations, and handicraft exhibitions.

i. Miscellaneous Activities Facilitated by CSR

- Held the annual collection drive for Goonj

j. Accolades Won by Newgen CSR: 2024-2025

For its innovative initiatives in education, Newgen CSR has been recognized with **AIBCF CSR & Sustainability Award 2025 – Education**.

**2. Composition of the CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Priyadarshini Nigam (Chairperson of the Committee)	Whole-Time Director	1	1
2	Mr. T.S. Varadarajan (Member of the Committee)	Whole-Time Director	1	1
3	Mr. Padmaja Krishnan* (Member of the Committee)	Independent Director	NA	NA

*During the period under review, Mr. Kaushik Dutta, an Independent Director, retired from the Company upon the completion of his second tenure as a result, ceased to be a member of the CSR Committee on 8th July 2024 (closure of business hour). In his place, Ms. Padmaja Krishnan was appointed as a member of the CSR Committee with effect from 9th July 2024.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

<https://newgensoft.com/company/corporate-social-responsibility/>.

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable

5. (a) Average net profit of the company as per sub-section (5) of section 135: ₹2,21,01,32,697.31

(b) Two percent of average net profit of the company as per section sub-section (5) of section 135: ₹4,42,02,654

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable.

(d) Amount required to be set off for the financial year, if any: ₹6,27,312

(e) Total CSR obligation for the financial year (5b+5c-5d): ₹4,35,75,342

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹4,35,46,975.53

(b) Amount spent in Administrative Overheads: ₹65,542

(c) Amount spent on Impact Assessment, if applicable: Not Applicable

(d) Total amount spent for the Financial Year [(6a)+(6b)+(6c)]: ₹4,36,09,517.53

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of Transfer
4,36,09,517.53			Not Applicable		

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135.	4,35,75,342*
(ii)	Total amount spent for the Financial Year	4,36,09,517.53
(iii)	Excess amount spent for the financial year [(ii)-(i)]	34,175.53
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	34,175.53

*Net of excess contribution from previous years set-off in the current financial year.

7. Details of Unspent CSR amount for the preceding three financial years:

Sl.No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6)	Balance Amount in Unspent CSR Account under section 135(6)	Amount spent in the Financial Year	Amount transferred to a fund specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Amount remaining to be spent in succeeding financial years.	Deficiency, if any
					Amount	Date of transfer	
					Not Applicable		

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Yes No ☒

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s)[including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135:

Not Applicable

For Newgen Software Technologies Limited

Diwakar Nigam

Chairman & Managing Director
DIN: 00263222

Date: 27.05.2025

Place: New Delhi

Priyadarshini Nigam

Chairperson (CSR Committee)
DIN:00267100

Business Responsibility & Sustainability Reporting



SECTION A:

GENERAL DISCLOSURES

I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Company:	L72200DL1992PLC049074
2. Name of the Company:	Newgen Software Technologies Limited
3. Year of Incorporation:	05-06-1992
4. Registered Office Address:	E-44/13 Okhla Phase II, New Delhi South Delhi DL 110020
5. Corporate Address:	E-44/13 Okhla Phase II, New Delhi South Delhi DL 110020
6. E-mail id:	cs.compliance@newgensoft.com
7. Telephone:	+91 11 46533200
8. Website:	https://newgensoft.com
9. Financial Year reported:	1 st April 2024 to 31 st March 2025
10. Name of the Stock Exchange(s) where shares are listed:	Bombay Stock Exchange (BSE) National Stock Exchange of India (NSE)
11. Paid-up Capital:	₹14,162.52 lakhs
12. Name and contact detail (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:	Arun Kumar Gupta (CFO) cs.compliance@newgensoft.com +91 11 46533200
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures made in this report are on a standalone basis and pertain only to Newgen Software Technologies Limited
14. Name of assurance provider	Not applicable
15. Type of assurance obtained	Not applicable

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Software & IT services	Software application development Services and related activities	99%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Sale of Software/SaaS/ATS/AMC	9983	50%
2.	Sale of Services/ Others	9983	50%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	NA	17	17
International	NA	NA*	

Newgen's subsidiaries have 11 international offices

19. Markets served by the entity:**a. Number of locations**

Locations	Number
National (No. of States)	29 States and 8 Union Territories
International (No. of Countries)	77
For Newgen group	

b. What is the contribution of exports as a percentage of the total turnover of the entity?

66%

c. A brief on types of customers:

Our customers are Business to Business Customers or Enterprise Customers in the Banking and Financial Services, Government, Healthcare & Insurance and other domains.

IV. Employees**20. Details as at the end of Financial Year:****a. Employees and workers*** (including differently abled):**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent* (D)	4040	3028	75.0%	1012	25.0%
2.	Other than Permanent** (E)	417	292	70.0%	125	30.0%
3.	Total employees (D + E)	4457	3320	74.5%	1137	25.5%

*Permanent Employees include on-roll employees of Newgen including those who are on Probation.

**Other than Permanent Employees include Temporary, Casual, Contractual, Trainees & Third-Party Employees dedicatedly deployed at Newgen premises.

*** All employees are categorized as Employees and none as Workers.

**** Data as of 25th March 2025

Improvement in gender ratio (female employees to total employees) to 25.5% in FY'25 compared to 24.3% in FY'24

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)*	8	8	100%	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total differently abled employees (D + E)	8	8	100%	0	0

*Employees who have provided their Unique Disability ID to the organization

21. Participation/Inclusion/Representation of women

	Total (A)	No. and Percentage of Females	
		No. (B)	% (B/A)
Board of Directors	7	2	28.6 %
Key Management Personnel*	8	1	12.5%

* Key Managerial Personnel includes Managing Director and Whole Time Directors

22. Turnover rate for permanent employees and workers:

	FY 2024-25			FY 2023-24			FY 2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees*	20%	22%	21%	16%	20%	17%	30%	30%	30%

*Turnover Rate computed as per the SEBI formula which is different from the industry practice and voluntary attrition calculations. Based on calculations, as per industry practices, the turnover rate is 15.1% for Males and 17.4% for Females in FY 2024-25

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ subsidiary/ associate/ joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in Business Responsibility initiatives of the listed entity? (Yes/No)
1	Newgen Software Inc. USA	WOS	100 %	Yes
2	Newgen Software Technologies Pte. Ltd.	WOS	100 %	Yes
3	Newgen Software Technologies Canada Ltd.	WOS	100 %	Yes
4	Newgen Software Technologies (UK) Limited	WOS	100 %	Yes
5	Newgen Software Technologies Pty Ltd.	WOS	100 %	Yes
6	Newgen Software Technologies LLC	WOS	100 %	Yes
7	Newgen Software Technologies Company Limited	WOS	100 %	Yes
8	Newgen Computers Technologies Limited.	WOS	100 %	Yes

WOS- Wholly owned Subsidiary

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) Yes

(ii) Turnover (in ₹) 135,435.39 lakhs

(iii) Net worth (in ₹) 141,310.66 lakhs

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	NA	NA	NA		NA	NA	—
Investors	Yes	NA	NA		NA	NA	—
(other than shareholders)	https://newgensoft.com/company/investor-relations/						

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Shareholders	Yes https://scores.sebi.gov.in/scores-home/ https://smartodr.in/login https://newgensoft.com/company/investor-relations/	1	0		10	0	—
Employees and workers	Yes https://newgensoft.com/company/investor-relations/Whistle Blower Policy.pdf https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Whistle%20Blower%20Policy.pdf?_gl=1*z1gctv*_gcl_au*MTIxODE5NDMzOC4xNzQ5NjM3NzU2	2 (POSH) 1 (Whistle Blower Related)*	0		1 (POSH) 3 (Ethics)	0	—
Customers	Yes, we have a mechanism in place to understand and resolve customer complaints	5**	0		10 **	0	—
Value Chain Partners	NA	Nil	Nil		Nil	Nil	—
Other (please specify)	Insider Trading Policy Whistle Blower Policy.pdf	1 (Whistle Blower Related) 4 (Insider Trading related)	NA		4 (Insider Trading related)	NA	—

**Relevant Customer grievances considered with legal correspondence

*Considering Sexual Harassment, Whistle Blower, Anti-Bribery, Ethics related complaints. Excluding Disciplinary and Performance related complaints

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk Or opportunity (R/O)	Rationale for Identifying the risk / opportunity	In case of risk, Approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	GHG Emissions and Climate Change	Risk/ Opportunity	Linked to Climate Change RiskOpportunity in engaging clients on climate actions through our solutions	Undertake initiatives on energy efficiency, renewable energy	Increased operating costs in meeting the environmental standards/ initiatives
2.	Diversity, Equity and Inclusion	Risk and opportunity	Linked to Human Capital risk	Clear policies, processes and governance structures to monitor	Productivity, innovation or retention of talent
3.	Employee Engagement	Risk	Linked to Human Capital risk	Increased initiatives for Employee engagement, retention and support. Focus on career and leadership development. Occupational health and safety measures	Impact on employer reputation, increased cost of talent and related issues
4.	Data Privacy and Information Management	Risk	Linked to Business and Continuity Risk/ Reputation Risk	Ensuring robust cybersecurity and data privacy frameworks and controls. Continued investment in technology	Increased operational cost for technological investments and hiring and training talent. Impact on reputation and business and potential claims or liabilities from clients. For mitigation company has taken adequate insurance.
5.	Corporate Governance and Business Ethics	Risks	Linked to Business and Continuity Risk/ Reputation Risk	Stipulated policies, processes and systems to ensure ethical conduct and strong governance.	Penalties for non compliance, reputational consequences and impact on business



SECTION B:

MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	No*	No*	Yes	Yes	Yes	No*	Yes	Yes
c. Web Link of the Policies, if available	#	#	#	#	#	#	#	#	#
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001:2015- Quality Management System ISO 27001:2022- Information Security Management ISO 27017- Information Security Controls in Cloud environment** ISO 27018- Personal Data Security Controls** SOC-1 Compliance- System and Organization Controls** SOC-2 Compliance- Service organization Control** GDPR - General Data Protection Regulation HIPAA- The Health Insurance Portability and Accountability Act of 1996 PCI DSS- PCI Data Security Standard**								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company has internally defined its ESG goals and targets.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not applicable								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Please refer to the Chairman's Speech for the same								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Arun Kumar Gupta Chief Financial Officer cs.compliance@newgensoft.com +91 11 46533200								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, Mr. Diwakar Nigam (Chairman and Managing Director)								

*Approved by the Senior Management

** Applicable in case of Newgen-managed Cloud Service

The following policies have been approved by the Board

- Whistleblower Policy
- CSR Policy
- Nomination and Remuneration Policy
- Risk Management Policy

Weblink of the Policies:

Principle 1: Ethics, Transparency and Accountability: Businesses should conduct and govern themselves with integrity in a manner that is Ethical, Transparent and Accountable.

- Anti-Bribery and Anti-corruption Policy**
- Whistleblower Policy https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Whistle%20Blower%20Policy.pdf
- Code of Ethics and Business Conduct https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Code%20of%20Ethics%20&%20Business%20Conduct%20Ver%203.0.pdf
- Disciplinary Action Policy**

Principle 2: Product Life Cycle Sustainability: Businesses should provide goods and services in a manner that is sustainable and safe:

- Information Security Policy**
- Policy on Disposal and Reuse of Equipment**
- Policy on Environment Sustainability**
- Policy on Incident Reporting**
- Supplier Code of Conduct**
- Purchase Policy**

Principle 3: Employee Well Being: Businesses should respect and promote the well-being of all employees, including those in their value chains:

- Code of Ethics and Business Conduct - https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Code%20of%20Ethics%20&%20Business%20Conduct%20Ver%203.0.pdf

Principle 4: Stakeholder Engagement: Businesses should respect the interests of and be responsive to all its stakeholders:

- CSR Policy - https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Policy-on-Corporate-Social-Responsibility.pdf

Principle 5: Businesses should respect and promote human rights:

- Code of Ethics and Business Conduct - https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Code%20of%20Ethics%20&%20Business%20Conduct%20Ver%203.0.pdf
- Supplier Code of Conduct**
- Nomination and Remuneration Policy - https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/doc00744720230509144545.pdf
- Prevention of Sexual Harassment of Women at workplace (POSH) - https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/POSH-compressed.pdf
- Diversity Equity & Inclusion at Workplace Policy - https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Diversity%20Equity%20&%20Inclusion%20at%20Workplace%20Policy.pdf

Principle 6: Environment: Businesses should respect and make efforts to protect and restore the environment:

- Policy on Environmental Sustainability**
- Risk Management Policy - https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Risk-Management-Policy.pdf
- Policy on Disposal and Reuse of Equipment**

Principle 7: Policy Advocacy: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent:

- Code of Ethics and Business Conduct - https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Code%20of%20Ethics%20&%20Business%20Conduct%20Ver%203.0.pdf

Principle 8: Inclusive Growth: Businesses should promote inclusive growth and equitable development:

- CSR Policy - https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Policy-on-Corporate-Social-Responsibility.pdf
- Purchase Policy**

Principle 9: Customer/Consumer Value: Businesses should engage with and provide value to their consumers in a responsible manner:

- Policy on Disposal and Reuse of Equipment**
- Policy on Incident Management**
- Risk Management Policy - https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Risk-Management-Policy.pdf

** The Policies are available on Newgen's Intranet Platform.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether Review was Undertaken by Director/ Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other- please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action					Yes									Annually				
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances					Yes									Annually				

	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
11. Has the Company carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No	No	No	No	No	No	No	No	No

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The Company does not consider the Principles material to its business									
The Company is not at a stage where it is in a position to formulate and implement the policies on specified principles									
The Company does not have the financial or/human and technical resources available for the task									
It is planned to be done in the next financial year									
Any other reason									



SECTION C:

PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness Programmes
Board of Directors	2	Training programs mentioned below are regularly conducted for Board of Directors and Key Managerial Personnel:	92.8%
Key Managerial Personnel	2	<ul style="list-style-type: none"> Reinforcement of ethical practices and responsibilities under the Code of Ethics and Business Conduct (CoC) Initiative undertaken on Environmental, Social & Governance aspects Product roadmap discussions including new technologies like Artificial Intelligence 	100%
Employees other than BoD and KMPs	311	<p>Induction programs are conducted for all new employees, which cover topics like:</p> <ul style="list-style-type: none"> Newgen's Code of Conduct Policies like Anti-Bribery, Anti-corruption Policy, Conflict of Interest, Vigil Mechanism, Whistleblower Policy, D&I Policy, Prevention of Sexual Harassment of Women at workplace (POSH) etc. <p>All existing employees at Newgen are required to undergo refresher training on annual basis.</p> <p>Additionally, Health and Safety trainings such as Fire Safety, Information Security etc. are periodically conducted at all our office locations.</p>	84.5%
Workers	NA	NA	NA

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary				
NGRBC Principle	Name of regulatory/enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/fine Settlement Compounding fees		Not Applicable		
Non-Monetary				
NGRBC Principle	Name of regulatory/enforcement agencies/judicial institutions		Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment Punishment		Not Applicable		

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	Not applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, Newgen has an Anti-Bribery and Anti-Corruption (ABAC) Policy, along with a Code of Ethics and Business Conduct, to prevent, detect, and address bribery and corruption within the organization. Our internal processes are designed to align with this policy and are regularly reviewed to ensure effective implementation.

Newgen follows the principles of the UN Global Compact in its efforts to prevent, deter, and detect fraud, bribery, and other corrupt practices. We are committed to conducting all business activities with honesty, integrity, and the highest ethical standards.

The policy applies to all individuals associated with Newgen globally, regardless of their role or level, ensuring a consistent approach to combating bribery and corruption across the organization.

The Policy is available on Newgen's intranet platform.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Segment	FY 2024-25	FY 2023-24
Directors	None	None
KMPs		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

Stakeholder group from whom complaint is received	FY 2024-25		FY 2023-24	
	Number of complaints filed during the year	Remarks	Number of complaints filed during the year	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	Not applicable	0	Not Applicable
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	Not applicable	0	Not Applicable

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

Segment	FY 2024-25	FY 2023-24
Number of days of accounts payables*	21	21

* Excluding accrued expenses

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024- 25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	N/A	N/A
	b. Number of trading houses where purchases are made from	N/A	N/A
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	N/A	N/A
Concentration of Sales	a. Sales to dealers /distributors as % of total sales	N/A	N/A
	b. Number of dealers / distributors to whom sales are made	N/A	N/A
	c. Sales to top 10 dealers/ distributors as % of total sales to dealers / distributors	N/A	N/A
Share of RPTs in sales	a. Purchases (Purchases with related parties /Total Purchases)*	22.7%	20.7%
	b. Sales (Sales to related parties / Total Sales)*	35.1%	29.3%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	-	-
	d. Investments (Investments in related parties / Total Investments made)*	5.6%	7.3%

- Investments in related parties include equity investments. Total investments include investment in treasury instruments
- All transactions include transactions with subsidiaries on arms-length basis

PRINCIPLE 2

Businesses should provide goods and services in a manner that is sustainable and safe.

Essential Indicators

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
R&D	Not measured	Not measured	Since our products and services are designed and developed with the purpose of digitizing business processes of our customers, we continue to invest in Development of enhanced solutions that could help reduce carbon footprint of our customers. However, we do not currently measure specific project based/ technology based R&D investments.
Capex	Not measured	Not measured	Majority of our Capital Expenditure (Capex) in IT infrastructure is allocated towards upgrading our existing laptops, desktops and servers. This investment focuses on acquiring more energy-efficient and technologically advanced equipment, aligning with our commitment to sustainability and innovation. In addition, we are making specific investments in solar and other areas to become more sustainable. However, they are not captured separately.

- Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes, Newgen has a Supplier Code of Conduct and a Purchase Policy that outline procedures for sustainable sourcing.

These policies provide clear guidelines for suppliers on human rights, health and safety, business ethics, and environmental practices. During the supplier selection process, higher weightage is given to those demonstrating strong sustainability practices.

Through the implementation of our Procurement Policy and Supplier Code of Conduct, Newgen ensures that sustainability principles are embedded and upheld across our entire value chain.

- If yes, what percentage of inputs were sourced sustainably?**

As an IT company primarily dealing with intangible inputs and products, Newgen has integrated the principles of sustainable sourcing into all applicable areas of its supply chain. Further, there are ongoing efforts and work on contractual obligations of suppliers with respect to sustainability.

- Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Not applicable

- Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Not applicable

PRINCIPLE 3

Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential Indicators

1. a. Details of measures for the well-being of employees:

Newgen remains committed to prioritizing the well-being of our employees. Newgen along with the voluntary employee committee Newgen Employees Welfare Society (NEWS) supports and encourages employees through various programs/ interventions to maintain physical and mental/ emotional wellness. Programs to ensure physical and mental wellness includes Regular Health Check-ups and Preventive Screenings, tie-ups with hospitals to benefit employees, Fitness Programs/ Sports activities and other awareness sessions and mindfulness and meditation programs from time to time. Additionally, comprehensive medical benefits are extended to all employees and their family. Furthermore, we have established partnerships with external childcare facilities across all office locations to support the needs of new parents.

Employees assistance program has been launched as a cornerstone of our employee wellness framework. 'Icare' is designed to provide confidential, accessible, and comprehensive support to Newgen employees and their immediate family members. Newgen has conducted various mental health awareness sessions as part of the pre-launch activities which were directed towards the managers, leaders, HRs and employees.

Key features of 'Icare' include:

- 24/7 mental health counseling (via phone, chat, video, and in-person sessions)
- Legal and financial advisory services
- Support for personal, family, and relationship concerns
- Work-life coaching and lifestyle management

	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	3028	3028	100%	3028	100%	-	-	3028	100%	3028	100%
Female	1012	1012	100%	1012	100%	1012	100%	-	-	1012	100%
Total	4040	4040	100%	4040	100%	1012	100%	3028	100%	4040	100%

*Coverage of category of employees in Health Insurance include Permanent, probation, casual, temporary employees for NSTL. Coverage of category of employees in Accident Insurance- Permanent, probation, casual, temporary employees for NSTL Vendors and contractors are mandated to adhere to statutory compliances as per the State rules for other than permanent categories

b. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format -

	FY 2024-25	FY 2023-24*
Cost incurred on well- being measures as a % of total revenue of the Company*	1.1%	1.0%

**Includes deemed cost of parental leaves, contribution to employee fund, day care cost, staff welfare, transport cost, hypercare reimbursement, food reimbursement and training reimbursement. Excluding insurance premium and leave on medical grounds. The health/accident insurance has been facilitated by Newgen for its employees.

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	NA	Yes	100%	NA	Yes
Gratuity	100%	NA	Yes	100%	NA	Yes
ESI *	0%	NA	NA	0.05%	NA	Yes
Others – please specify	NA	NA	NA	NA	NA	NA

*There were 2 employees in ESI category during the year but as on 31st March 2025 the number is 0.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the majority of Newgen's office premises are equipped with provisions to support differently-abled employees and visitors. These include:

- Ramps and handrails
- Accessible washrooms
- Wheelchairs
- Designated accessible seating and parking

Newgen regularly evaluates the accessibility of its offices and actively seeks employee feedback to identify and address any gaps. Based on these evaluations and suggestions, we are continuously working to upgrade our infrastructure and eliminate barriers, ensuring compliance with evolving accessibility standards.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, Newgen upholds a Diversity, Equity and Inclusion at workplace policy that is accessible to all our employees on the intranet. This policy ensures no discrimination based on disability, race, gender, age, religion, sexual orientation, or other beliefs.

We persist in our efforts to provide equal opportunities for individuals with disabilities across all employment facets, encompassing recruitment, training, promotions, and working conditions. The link to our Diversity Equity and Inclusion at Workplace policy is https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Diversity%20Equity%20&%20Inclusion%20at%20Workplace%20Policy.pdf

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	93%	92%	Not Applicable	
Female	100%	100%		
Total	95%	93%		

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers Other than Permanent Workers Permanent Employees Other than Permanent Employees	<p>Yes. Newgen offers a single platform for reporting various concerns including matters relating to</p> <ul style="list-style-type: none"> • Code of Ethics and Business Conduct • Protected disclosures, insider trading, bribery and corruption • Human rights, discrimination, harassment etc. <p>This ensures that employees are able to raise their concerns and they are promptly and effectively addressed.</p> <p>For serious matters, a grievance redressal committee is convened within the company. This committee is composed of members from management, HR, Legal, or other pertinent departments, tailored to the specific nature of the grievance at hand.</p> <p>Additionally, Newgen has an Independent External Ombudsman under our Whistle-blower mechanism that ensures routing of all complaints to the relevant body for investigation and action. The designated Ombudsman administers the entire process – from recording, reviewing and investigating concerns raised and taking all necessary actions to get the issue resolved.</p> <p>Newgen also has a Grievance redressal mechanism related to performance evaluation process</p>

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

There are no Unions/Associations in Newgen that Employees are affiliated to.

Category	FY 2024-25			FY 2023-24		
	Total employees/workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	Not Applicable			Not Applicable		
- Male						
- Female						
Total Permanent Workers						
- Male						
- Female						

8. Details of training given to employees and workers:

a) Wellbeing and safety:

Employee Health, Wellbeing and Safety has always remained paramount at Newgen. For ensuring this, we regularly conduct following activities:

- Newgen along with the voluntary employee committee (NEWS) supports and encourages employees through various programs/ interventions to maintain physical and mental/ emotional wellness. Programs to ensure physical and mental wellness includes Regular Health Check-ups and Preventive Screenings, tie-ups with hospitals to benefit employees, Fitness Programs/ Sports activities and other awareness sessions and mindfulness and meditation programs from time to time.
- Regular fire safety sessions and fire safety training is conducted for or employees, to equip them with knowledge and skills necessary to respond effectively in case of an emergency. Clear evacuation routes and emergency exit signs are prominently displayed, and regular drills are also conducted to familiarize the employees with evacuation procedures.

b) Employee Assistance Program:

Launched as a cornerstone of our employee wellness framework, 'Icare' is designed to provide confidential, accessible, and comprehensive support to Newgen employees and their immediate family members. Newgen has conducted various mental health awareness sessions as part of the pre-launch activities in the previous FY which were directed towards the managers, leaders, HRs and employees.

Key features of 'Icare' include:

- 24/7 mental health counseling (via phone, chat, video, and in-person sessions)
- Legal and financial advisory services
- Support for personal, family, and relationship concerns
- Work-life coaching and lifestyle management

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill Upgradation*		Total (D)	On Health and safety measures		On Skill upgradation	
		No.(B)	% (B/A)	No.(C)	% (C/A)		No.(E)	% (E/D)	No. (F)	% (F / D)
Employees										
Male	3320	2013	45%	2681	81%	3338	1475	33%	3125	94%
Female	1137			959	84%	1073			1014	95%
Total	4457	2013	45%	3640	82%	4411	1475	33%	4139	94%

- On Skill upgradation trainings, all trainings related to Newgen Products, Accelerator/ domain, Quality Standards, Leadership Skills and other soft skills are included. All Employees who have undergone one or more trainings are included in the coverage which includes permanent as well as other than permanent employees. There were certain organization-wide one-time awareness programs conducted in FY'24

9. Details of performance and career development reviews of employees and worker:

Category	FY 2024-25*			FY 2023-24*		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	2862*	2697	94%	2957	2663	90%
Female	930*	897	96%	933	873	93.6%
Total	3792*	3594	95%	3890	3536	90.9%

*Data is for Permanent employees only for employees eligible for assessments

10. Health and safety management system:**a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?**

Yes, we are committed to upholding high standards of occupational health and safety across all our offices. Key practices include:

- Fire and Safety Preparedness: Installation of safety equipment and conducting regular drills to ensure readiness.
- Defibrillator Availability: Ensuring defibrillators are accessible at office locations for medical emergencies.
- Safe Transportation: Routine checks of company-provided transport to ensure secure commuting, with special attention to female employee safety.
- Employee Training: Educating and raising awareness among staff about occupational health and safety practices.
- Compliance: Strict adherence to applicable safety regulations and standards to maintain a safe work environment.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

To proactively manage safety risks and ensure a secure work environment, the Company follows a comprehensive approach to Preventive Action and Emergency Management. Regular safety inspections and risk assessments are carried out to identify potential hazards. These evaluations support the development and implementation of effective standard operating procedures and preventive measures, reinforcing safety protocols throughout the organization.

Our office locations are equipped with fire detection, alarm, and suppression systems, which are regularly maintained. We also conduct routine mock drills for both fire evacuation and medical emergencies.

Additionally, periodic checks and preventive maintenance are performed on electrical equipment and fire safety systems to minimize the risk of fire hazards.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, Safety incident reporting and management processes have been designed and implemented to ensure that all work-related incidents are reported and closed after taking necessary corrective actions.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, an Annual Health Check-up is provided for preventive healthcare of our employees. We also conduct awareness sessions on mental health and various lifestyle diseases for our employees.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category*	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	NIL	NIL
Total recordable work-related injuries	Employees	NIL	NIL
No. of fatalities	Employees	NIL	NIL
High consequence work-related injury or ill-health (excluding fatalities)	Employees	NIL	NIL

*Including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

To ensure a safe and healthy workplace, Newgen has implemented the following measures:

- Installation and regular maintenance of fire detection, alarm, and suppression systems at office locations to enable prompt emergency response.
- Routine mock drills for fire evacuation and medical emergencies to enhance preparedness and response efficiency.
- Safe transport arrangements for employees using company-provided transportation.
- Initiatives supporting physical and mental wellbeing, including regular health check-ups, preventive screenings, partnerships with hospitals, fitness and sports activities, awareness sessions, and periodic mindfulness and meditation programs.

Together, these efforts help foster a secure and supportive work environment for all employees.

13. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions Health & Safety		Nil			Nil	

14. Assessments for the year:

	% of your plants and offices that were Assessed (by Company or Statutory Authorities or Third Parties)
Health and safety practices Working Conditions	We assess most of our offices internally on a regularly basis on Health and Safety practices and working conditions. Most of the Health and Safety and Working Conditions aspects are covered under ISO 27001 Certification as well.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

No such incidents were reported during the year

Leadership Indicators**1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).**

Yes, Newgen has Group Term Insurance policy to support employees' families in the event of death of an employee.

PRINCIPLE 4

Businesses should respect the interests of and be responsive to all its stakeholders.

Essential Indicators**1. Describe the processes for identifying key stakeholder groups of the entity.**

Newgen interacts with a wide array of stakeholders, including customers, employees, investors/shareholders, vendors, government and regulatory bodies, and the broader community, as part of its business operations, CSR, ESG initiatives, and other engagements. These stakeholders may include individuals, businesses, or organizations impacted by the Company's activities, products, platform, or CSR efforts. The Company engages with these stakeholders to understand their needs, expectations, and the potential impact they may have on the business, future prospects, and risks. This led to informed and improved strategic and operational decision-making.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholders Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, website, Others)	Frequency of engagement (Annually/ Half yearly/ quarterly/ others- please specify)	Purpose and scope of engagement including Key topics and concerns raised during such engagement
Customers	No	'Customer meetings/ visits/ reviews' - Industry Events - Customer Satisfaction Surveys - Customer Meets - Brochures/ Case Studies/ Website/ Social media/ Mailers	• Continuous: Website/ Social Media/ Meetings/ Mailers/ Industry Events • Annual: Customer Satisfaction Surveys/ Customer Meet	Updates on New products, Resolving Queries, Seeking Customer Feedback & Satisfaction

Stakeholders Group	Whether identified as Vulnerable & Marginalised Group	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, website, Others)	Frequency of engagement (Annually/ Half yearly/ quarterly/ others- please specify)	Purpose and scope of engagement including Key topics and concerns raised during such engagement
Employees	'No'	<ul style="list-style-type: none"> - NEWS Committee/ Events - Townhall - HR Surveys/ Great Place to Work Survey/ Moments of Truth Survey - Mailers/ Internal Communications - Intranet - Newgen Radio 	<ul style="list-style-type: none"> • Continuous: NEWS Committee/ Events/ Mailers/ Internal Communications/ Intranet • Annual: Townhall/ HR Surveys • Event Basis: Moments of Truth Survey 	<p>Learning & Development, Employee recognition and Engagement activities,</p> <p>Employee performance review and career development, Employee Safety and Well Being</p>
Investors	No	<ul style="list-style-type: none"> - Quarterly Results/ Earnings Call - Roadshows - Annual General Meeting - Financial Reports - Press Releases and Presentations - Mails - Annual Report - Stock Exchange Communications with respect to Results, Material Disclosures etc. 	<ul style="list-style-type: none"> • Continuous: Website/ Social media/ Meetings • Quarterly: Quarterly Results/ Earnings Call/ Roadshows/ Financial Reports/ Presentations • Event basis: Press Releases • Annual General Meeting, Annual Report 	Dividend Updates, Financial Performance, Resolving Queries etc.
Government and Regulatory Bodies	No	<ul style="list-style-type: none"> - Engagement in global forums - Interacting with statutory/ regulatory bodies - Filing regulatory information 	As and when required, legally and otherwise	Discussions with regards to various regulations and amendments, inspections, approvals.
Suppliers and Business Partners	No	Meetings/ Mails/ visits/ Events	As and when required	Resolving queries and operational challenges
Communities	No	<ul style="list-style-type: none"> - School/ Site visits - Press Releases - Social Media - Website 	As and when required	Implementation of CSR projects.

PRINCIPLE 5**Businesses should respect and promote human rights.****Essential Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	4040	3158	78%	3890	3824	98.3%
Other than permanent	417	416	100%	521	502	96.4%
Total Employees	4457	3574	80%	4411	4326	98.1%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal Minimum Wage To		More than Minimum Wage		Total (D)	Equal Minimum Wage to		More than Minimum Wage	
		No.(B)	% (B/A)	No. (C)	% (C/A)		No.(E)	% (E/D)	No.(F)	% (F/D)
Employees										
Permanent										
Male	3028	-	-	3028	100%	2957	-	-	2957	100%
Female	1012	-	-	1012	100%	933	-	-	933	100%

*Vendors and contractors are required to adhere to statutory compliances as per State rules

3. Details of remuneration/salary/wages

- a. Median remuneration / wages:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	5	1,06,03,986*	2	1,83,39,062
Key Managerial Personnel*	7	4,25,39,550	1	2,61,74,138
Employees other than BoD and KMP	3023	10,25,023	1010	9,25,062
Workers	NA	NA	NA	NA

* KMP includes Managing Director and Whole Time Directors

- b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	20.3%	20.7%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Yes, we have a mechanism available to receive and redress any grievances to maintain a work culture that is healthy, fair, and inclusive. This ensures that employees feel heard and valued, and their concerns are addressed promptly and effectively.

Newgen offers a single platform for reporting various concerns including matters relating to

- Code of Ethics and Business Conduct
- Protected disclosures, insider trading, bribery and corruption
- Human rights, discrimination, harassment etc.

This ensures that employees are able to raise their concerns and they are promptly and effectively addressed.

When needed, a committee is formed within the company to resolve the grievance. Committees established work in line with the company's policies on Code of Ethics and Business Conduct, POSH, Whistle-Blower, and Disciplinary Action Protocol (DAP).

6. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	2	Nil	-	1	Nil	-
Discrimination at workplace	Nil	Nil	-	Nil	Nil	-
Child Labour	Nil	Nil	-	Nil	Nil	-
Forced Labour /Involuntary Labour	Nil	Nil	-	Nil	Nil	-
Wages	Nil	Nil	-	Nil	Nil	-
Other human Rights related issues	2	Nil	-	Nil	Nil	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	2	1
Complaints on POSH as a % of female employees / workers	0.18%	0.10%
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

- Our Diversity, Equity and Inclusion at workplace Policy ensures unbiased treatment at all stages of employment at all levels, regardless of disability, race, gender, age, religion, sexual orientation, or other beliefs. We conduct training and awareness sessions for employees to educate them about their rights and responsibilities.
- In the event of a complaint, we conduct confidential investigations, with members required to sign a Non-Disclosure Agreement to maintain confidentiality.
- Our company policies, including the Code of Ethics and Business Conduct, Prevention of Sexual Harassment of Women at Workplace (POSH), Whistle-Blower, and Disciplinary Action Protocol (DAP), outline detailed mechanisms for handling complaints. Our whistle-blower policy also clearly states that irrespective of the findings of the investigation, Complainant will be protected from any adverse actions from the Company.

- Additionally, we have an external Ombudsman for the Whistle-Blower Mechanism, ensuring impartiality and transparency in grievance resolution.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, we do incorporate clauses on complying with the applicable Labour Laws and laws of the land

10. Assessments for the year:

% of your plants and offices that were assessed (by entity or statutory authorities or third parties)	
Child labour	
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	100%
Wages	
Others – please specify	

* Internal Assessment

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

No concerns or risks were identified during these assessments.

PRINCIPLE 6

Businesses should respect and make efforts to protect and restore the environment.

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter (In GJ)	FY 2024-25	FY 2023-24
From renewable sources		
Total electricity consumption (A)	898.61	79.58
Total fuel consumption (B)		
Energy consumption through other sources (C)		
Total energy consumed from renewable sources (A+B+C)	898.61	79.58
From non-renewable sources		
Total electricity consumption (D)	11543.00	11503.63
Total fuel consumption (E)	1258.33	1368.33
Energy consumption through other sources (F)		
Total energy consumed from non-renewable sources (D+E+F)	12,801.33	12871.96
Total energy consumed (A+B+C+D+E+F)	13,699.95	12951.53
Energy intensity per lakhs of turnover (Total energy consumed / Revenue from operations)	0.10	0.11
Energy intensity per lakhs of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	2.09	2.55
Energy intensity in terms of physical output		
Energy intensity (optional) – the relevant metric may be selected by the entity	3.07 GJ/Per employee	2.94 GJ/Per employee

* Total renewable energy consumption for last year modified based on updated information.

*For the purpose of PPP adjustment, conversion rate of INR 22.401/ USD (for 2024) and INR 20.662/ USD (for 2025) and has been taken as per the latest information available on the Implied PPP Conversion Rate page of International Monetary Fund website.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter (In KL)	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	25,122.82	39,236.65
(iv) Seawater / desalinated water	-	-
(v) Others	384.76	126.82
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	25,507.58	39,363.47
Total volume of water consumption (in kilolitres)	24,064.58	38,197.47
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	0.18	0.34
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	3.67	7.53
Water intensity in terms of physical Output		
Water intensity (optional) – the relevant metric may be selected by the Entity	5.40 KL/per employees	8.66 KL/per employees

The Purchasing Power Parity (PPP) adjustment employs conversion rates of INR 22.401 per U.S. dollar for 2024 and INR 20.662 per U.S. dollar for 2025, as sourced from the most recent Implied PPP Conversion Rate data on the International Monetary Fund website.

There has been a change in assumption for water consumption per person from 65 litre to 45 litre in FY'25

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

4. Provide the following details related to water discharged:

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
-No treatment	0	0
-With treatment – please specify level of treatment	0	0
(ii) To Groundwater		
-No treatment	0	0
-With treatment – please specify level of treatment	0	0
(iii) To Seawater		
-No treatment	NA	NA
-With treatment – please specify level of treatment	NA	NA
(iv) Sent to third parties		
-No treatment	0	0
-With treatment – please specify level of Treatment	0	0
(v) Others		
-No treatment		
-With treatment – please specify level of Treatment	1443	1166
Total water discharged (in kiloliters)	1443	1166

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Majority of our offices are situated in multi-tenant buildings, where water treatment and discharge are the responsibility of the building management or developer.

To guarantee proper water management, we have put in place a Zero Liquid Discharge method in our Chennai office. Based on a batch process sewage treatment plant (STP), we run our own water treatment facility with a 12 KLD (Kilo Litres per Day) capacity. This cutting-edge technique blends contemporary disinfection methods with conventional anaerobic digestion. Ozonation and filtration are used to disinfect the water once it has been cleared of biopollutants. As part of our sustainability initiatives, the treated water is being used for cleaning and gardening.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
Nox	KG	147.26	140.43
Sox	KG	9.76	8.42
Particulate matter (PM)	KG	25.33	24.67
Persistent organic pollutants (POP)	NA	NA	NA
Volatile organic compounds (VOC)	NA	NA	NA
Hazardous air pollutants (HAP)	NA	NA	NA
Others - (CO)	KG	50.20	58.49

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	566.08	466.06
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	2,331.04	2,642.64
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	tCo ₂ e/lakh rupees	0.02	0.03
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	tCO ₂ e/lakh rupees adjusted for PPP	0.44	0.61
Total Scope 1 and Scope 2 emission intensity in terms of physical output			
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity	tCo ₂ e/per employee	0.65	0.70

Scope 1 emissions have been calculated using the latest emissions factors published by the Intergovernmental Panel on Climate Change (IPCC). For Scope 2 emissions - for India have been calculated using the emission factors from the latest version of the CEA CO₂ Database for the Indian Power Sector.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes, we have implemented several measures to lower our Greenhouse Gas emissions:

Initiatives to Reduce Energy Consumption:

- **Solar Power Expansion:** A 19 KW-3 phase Rooftop solar power system is already functional at our Delhi office with a Net metering system. During the year, the Company has also installed in-house 80KW solar power capacity in Noida location and 40 KW in Chennai office. Together, they have generated 125MWH units of solar power. The rented premises in Noida also uses renewable energy sources.
- **Increased use of LED lighting:** Majority of the offices have transitioned to LED lights. Motion & occupancy sensor lights are installed in common areas, meeting rooms, and private offices.
- **Efficient Air Conditioning System:** Implementation of an efficient air conditioning system in Mumbai office resulting in efficient utilization.

These efforts reflect our strong commitment to environmental sustainability and minimizing our carbon footprint.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	3.44	0.001
E-waste (B)	3.82	5.9
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	5.94	0.1
Battery waste (E)	2.26	6.01
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	-	-
Other Non-hazardous waste generated (H). Please specify, if any. (Includes-wet waste, dry waste or mix waste, sanitary pads, wood, cupboard and so on)	30.58	-
Total (A+B + C + D + E + F + G + H)	46.04	12.02
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.00034	0.00011
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.00702	0.00237
Waste intensity in terms of physical output		
Waste intensity (optional) - the relevant metric may be selected by the entity	0.010 MT/per employees	0.003 MT/per employees
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	27.14	11.92*
(ii) Re-used		
(iii) Other recovery operations (incl. Composting)	12.96	
Total	40.10	11.92
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	NA	NA
(ii) Landfilling	5.94	NA
(iii) Other disposal operations	NA	NA
Total	5.94	NA

*We outsource management of our plastic waste, C&D, E-waste, Mix waste & battery waste in a responsible manner to the authorized dealer for recycling, composting & landfilling.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. - No

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

As an IT company, our inputs, products, and processes do not involve hazardous or toxic materials. Newgen follows the Reduce-Reuse-Recycle approach to minimize secondary waste. All waste—including plastic, batteries, and e-waste—is responsibly recycled through authorized vendors in compliance with the E-waste Management Rules, 2016.

Our Waste Management Practices include:

- Following E-waste Management guidelines and disposing of E-waste through authorized dealers.
- Onboarded vendors across location for proper segregation, collection, management and recycling of waste. Conscious efforts in minimizing usage of paper and single-use plastic in office premises. Introduced stationery made from recycled paper which can be recycled further.
- Installed Eco flow water saving tap aerators in washrooms across many locations which in turn help us to reduce our water footprint significantly. Collecting and reusing rejected water from RO plants within our facilities for tasks such as mopping and cleaning. In some facilities, rejected water from RO is collected and stored in Rainwater harvesting facility. Our water stations in Mumbai are now certified with GRIHA (Green rating for Integrated Habitat Assessment), India's national rating system for sustainable habitat.
- Using Padcare machine at Mumbai office to recycle sanitary pads into sterilized paper and plastic. Two Mumbai offices have received Positive workplace certification from period positive workplace coalition in recognition of the outstanding efforts to support gender equality
- In Chennai office, Newgen has implemented a Zero Liquid Discharge mechanism to ensure responsible water management.
- Implemented efficient air-conditioning system in Mumbai office with optimal space utilization plan for enhanced utilization and zero wastage of electricity. Upgraded AC filters in Noida office for cleaner air.
- Reduction in food waste in cafeterias with the help of a sustained campaign to sensitize employees.

These initiatives demonstrate our dedication to environmental sustainability and responsible resource management.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S No.	Location of operations/offices	Types of operations	Whether the conditions of environmental approval/ clearance are being complied with?
Not Applicable			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of projects	EIA Notification No.	Date	Whether conducted by independent external agency	Results communicated in public domain	Relevant Web link
Not Applicable					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Newgen operates with the philosophy of transparency and compliance, we have teams responsible to ensure Compliance to all applicable laws and regulations.

PRINCIPLE 7

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

The company has affiliations with three trade and industry chambers/ associations.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1.	NASSCOM	National
2.	PHD Chamber of Commerce	National
3.	TiE-Delhi-NCR	NCR Region

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
Not Applicable		

PRINCIPLE 8

Businesses should promote inclusive growth and equitable development.

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results Communicated in public domain (Yes / No)	Relevant Web link
The company has not undertaken any SIAs in the current financial year.					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is Ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

Not Applicable

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

The company supports local and small suppliers (MSMEs) by procuring goods and services in proximity to its offices/ locations. First Preference is given to local vendors to the extent possible.

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	20%	12%
Directly from within India	83%	75%
Excluding subsidiary transactions		

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following location, as % of total wage cost

Location	FY 2024-25	FY 2023-24
Rural	-	-
Semi-urban	-	-
Urban	-	-
Metropolitan	100%	100%

Newgen offices are located in metropolitan areas however we recruit people from all over India.

(Place to be categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

PRINCIPLE 9**Businesses should engage with and provide value to their consumers in a responsible manner****Essential Indicators****1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

We have structured approach and mechanism to track and respond to customer complaints and feedback. We conduct regular Business Reviews with our major clients to take their feedback and identify any opportunities for improvement. We also conduct customer satisfaction surveys.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

As a percentage to total turnover		
Environmental and social parameters relevant to the product		
Safe and responsible usage		Not Applicable
Recycling and/or safe disposal		

3. Number of consumer complaints in respect of the following:

	FY 2024-25				FY 2023-24		
	Received during the year	Pending resolution at end of year	Remarks		Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	-		Nil	Nil	-
Advertising	Nil	Nil	-		Nil	Nil	-
Cyber-security	0	0	-		3	Nil	-
Delivery of essential services	NA	NA	-		NA	NA	-

	FY 2024-25			FY 2023-24		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Restrictive Trade Practices	NA	NA	-	NA	NA	-
Unfair Trade Practices	Nil	Nil	-	Nil	Nil	-
Other*	Nil	Nil	-	Nil	Nil	-

4. Details of instances of product recalls on account of safety issues:

Newgen, being a software product and services company does not have any physical products thus product recall is not applicable. With the help of strong QC process involving rigorous testing, any software defect is rectified before release and deployment.

As a software product and services company, Newgen does not deal with physical products, making product recalls irrelevant. Through a robust quality control (QC) process—including rigorous testing—any software defects are identified and resolved prior to release and deployment.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, Newgen has a well-defined and documented Policy on Risk Management.

Refer to the URL: https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Risk-Management-Policy.pdf

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

NIL

7. Provide the following information relating to data breaches:

- Number of instances of data breaches - NIL
- Percentage of data breaches involving personally identifiable information of customers - NIL
- Impact, if any, of the data breaches - NA

Annexure 8

Report on Corporate Governance

I. Company's Philosophy on Corporate Governance:

Your Company's philosophy on Corporate Governance envisages the accomplishment of a high level of transparency, integrity and accountability in the conduct of its businesses and accords importance to regulatory compliance risk. These principles have evolved, over the years, from the Company's culture of ethics and continuous innovation. We acknowledge that effective governance is an ongoing endeavour, and we reaffirm our dedication to upholding the highest standards of corporate governance, prioritizing the holistic comfort of our stakeholders.

Our core principles represent the edifice of our two-tier governance model, with the Board of Directors and the Committees of the Board at the apex, and the management structure at the operational level. The Board and its Committees guide, support, and complement the management team's ideas and initiatives, which in turn assumes accountability, strives to achieve the set objectives, and enhances value creation for all.

II. Board of Directors:

The composition of the Board is in conformity with the requirements of the Companies Act, 2013 (the "Act") including the rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The composition of the Board represents an optimal mix of professionalism, knowledge, and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board is fully aware of its fiduciary responsibilities

and is committed to represent the long-term interest of the Stakeholders.

- (i) As on 31st March 2025, the Board comprises of 7 (seven) Directors, out of which 3 (three) Directors are Executive Directors and 4 (four) Directors are Non-Executive Directors. 2 (two) Executive Directors are Promoter Directors, and 1 (one) Executive Director is the member of the promoter group. All 4 (four) of Non-Executive Directors are Independent Directors including 1 (one) woman Independent Director.
- (ii) Based on the declarations received from the Independent Directors, the Board of Directors confirms that they meet the criteria of Independence as mandated by Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. The Company had issued formal letters of appointment to Independent Directors, whenever required, in the manner as provided in the Act and SEBI Listing Regulations.
- (iii) None of the Directors on the Board holds directorships in more than 10 (ten) public companies (Listed or Unlisted). None of the Independent Directors serves as an independent director on more than 7 (seven) listed entities. Necessary disclosures about their Directorship(s) and status of Committee's Membership(s)/ Chairpersonship(s) in other Companies (Listed or Unlisted) have been made. The number of Directorships/Committee memberships held by Executive and Non-Executive Independent Directors are within the permissible limits under SEBI Listing Regulations and Companies Act, 2013.

- (iv) The names and categories of the Directors on the Board, their attendance at the last Annual General Meeting ("AGM"), number of Directorships(s) and the status of Committee Membership(s)/ Chairperson(s) held by them in other Companies (Listed or Unlisted), as on 31st March 2025 are given herein below:

Name of the Director	Category of Director	Whether attended last AGM held on 25 th July 2024	Number of Directorship(s) in Companies other than Newgen#1	Number of Membership(s) of Committee(s) in other Companies #2	Chairmanship(s) of Committee(s) in other Companies #2
Mr. Diwakar Nigam	Promoter/ Executive/ Chairman and Managing Director	Yes	1	0	0

Name of the Director	Category of Director	Whether attended last AGM held on 25 th July 2024	Number of Directorship(s) in Companies other than Newgen#1	Number of Membership(s) of Committee(s) in other Companies #2	Chairmanship(s) of Committee(s) in other Companies #2
Mr. T. S. Varadarajan	Promoter/ Executive/ Whole - Time Director	Yes	2	0	0
Mrs. Priyadarshini Nigam	Promoter Group/ Executive/ Whole - Time Director	Yes	1	0	0
Mr. Kaushik Dutta #3	Non - Executive/ Independent Director	NA	-	-	-
Mr. Saurabh Srivastava	Non - Executive/ Independent Director	Yes	4	0	0
Mr. Subramaniam Ramnath Iyer	Non - Executive/ Independent Director	Yes	0	0	0
Mrs. Padmaja Krishnan	Non - Executive/ Independent Director	Yes	1	0	0
Mr. Sudhir Kumar Sethi#4	Non - Executive/ Independent Director	NA	7	0	0

#1 Above list of other Directorship(s) is based on a declaration given by respective Director(s) and does not include Directorship(s) in foreign companies, Limited Liability Partnership (LLP) and Section 8 Companies under the Act.

#2 Committees considered are the Audit Committee & Stakeholders' Relationship Committee of Listed Companies and Public Companies only, excluding that of Newgen Software Technologies Limited.

#3 Mr. Kaushik Dutta, ceased to be Non-Executive Independent Directors of the Company upon completion of his second consecutive term on 08th July 2024 (closing of business hours).

#4 Mr. Sudhir Kumar Sethi, was appointed as an Additional Directors in the category of Non-Executive Independent Directors, not liable to retire by rotation for a term of five (5) consecutive years commencing from 30th July 2024. Further, the Members of the Company through Postal Ballot on 09th September 2024 approved his appointment as Non-Executive Independent Directors of the Company.

- (v) Details of Directorship(s) held by the Directors on the Board in other Listed Companies during the financial year 2024-25:

Name of Director	Name of Other Listed Companies	Category of Directorship(s) in such other listed Companies
Mr. Diwakar Nigam	NIL	NIL
Mr. T.S. Varadarajan	NIL	NIL
Mrs. Priyadarshini Nigam	NIL	NIL
Mr. Kaushik Dutta*	-	-
Mr. Saurabh Srivastava	NIL	NIL
Mr. Subramaniam Ramnath Iyer	NIL	NIL
Mrs. Padmaja Krishnan	NIL	NIL
Mr. Sudhir Kumar Sethi	NIL	NIL

*Mr. Kaushik Dutta, ceased to be Non-Executive Independent Directors of the Company upon completion of his second consecutive term on 08th July 2024 (closing of business hours).

The Board appreciates the guidance and support provided by Mr. Kaushik Dutta during his tenure.

- (vi) During the financial year 2024-25, 6 (Six) meetings of the Board of Directors were held, the details of attendance of each Director at the Board meetings are given below:

Name of the Director	Category of the Director	Date(s) of the Board meeting#1					
		30-04-2024	24-05-2024	18-07-2024	15-10-2024	20-01-2025	21-03-2025
Mr. Diwakar Nigam	Promoter/ Executive/ Chairman and Managing Director	Yes	No	Yes	Yes	Yes	Yes
Mr. T.S. Varadarajan	Promoter/ Executive/ Whole - Time Director	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Priyadarshini Nigam	Promoter Group/ Executive/ Whole - Time Director	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Kaushik Dutta#2	Non - Executive/ Independent Director	Yes	Yes	NA	NA	NA	NA
Mr. Saurabh Srivastava	Non - Executive/ Independent Director	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Subramaniam Ramnath Iyer	Non - Executive/ Independent Director	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Padmaja Krishnan	Non - Executive/ Independent Director	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Sudhir Kumar Sethi#3	Non - Executive/ Independent Director	NA	NA	NA	Yes	Yes	Yes

#1 Including attendance by Videoconference.

#2 Mr. Kaushik Dutta, ceased to be Non-Executive Independent Directors of the Company upon completion of his second consecutive term on 08th July 2024 (closing of business hours).

#3 Mr. Sudhir Kumar Sethi, was appointed as an Additional Directors in the category of Non-Executive Independent Directors, not liable to retire by rotation for a term of five (5) consecutive years commencing from 30th July 2024. Further, the Members of the Company through Postal Ballot on 09th September 2024 approved his appointment as Non-Executive Independent Directors of the Company

- (vii) The Board is updated on the discussions held at the Committee meetings and the recommendations made by various Committees.
- (viii) Except for Mr. Diwakar Nigam and Mrs. Priyadarshini Nigam, none of the Directors is related to any other Director(s). Mrs. Priyadarshini Nigam a Whole-time Director is the spouse of Mr. Diwakar Nigam who is the Chairman & Managing Director of the Company.
- (ix) As on 31st March 2025 none of the Non-Executive Directors holds Equity Shares of the Company, and the Company does not have any outstanding convertible instruments.
- (x) The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Technology	Reasonable knowledge and experience in technology with an ability to foresee technological trends and changes, apply new technology and bring about innovations in business strategies.
Strategic Planning and Analysis	Ability to critically identify and assess strategic opportunities and threats and develop effective strategies in the context of long-term objectives and the organizations' relevant policies and priorities.
Financial Management	Wide-ranging knowledge and financial skills, oversight for risk management and internal controls and proficiency in financial management and financial reporting processes.
Global Business	Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and a broad perspective on global market opportunities.
Governance	Understanding of the various governance and compliance requirements under various applicable laws, supporting a strong Board base and management accountability, transparency, and protection of stakeholder interests.

Leadership	Leadership experience for understanding the needs of the organization, risk management systems and succession planning for the organization.
Diversity	Representation of gender, ethnic, geographic, cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide.

The table below expresses the specific areas of focus skills/expertise/competencies which are currently possessed by the Directors of the Company as on 31st March 2025. However, the absence of a tick mark does not necessarily mean the member does not possess the corresponding skills/ expertise.

Name of Directors	Technology	Strategic Planning and Analysis	Financial Management	Global Business	Governance	Leadership	Diversity
Mr. Diwakar Nigam	✓	✓	✓	✓	✓	✓	✓
Mr. T S Varadarajan	✓	✓	✓	✓	✓	✓	✓
Mrs. Priyadarshini Nigam	-	✓	-	✓	✓	✓	✓
Mrs. Padmaja Krishnan	✓	✓	✓	✓	✓	✓	✓
Mr. Saurabh Srivastava	✓	✓	✓	✓	✓	✓	✓
Mr. Subramaniam Ramnath Iyer	-	✓	✓	✓	✓	✓	✓
Mr. Sudhir Kumar Sethi	✓	✓	✓	✓	✓	✓	✓

The profiles of the Directors are available on the Company's website at: <https://newgensoft.com/company/leadership-team/> and shall also be included in the Annual Report of the Company.

Non-Independent Directors or Management representatives. Independent Directors, inter alia, evaluated:

- the performance of the Chairperson of the Company taking into account the views of the Executive and Non-executive Directors; and
- the performance of Non-Independent Directors, the Board of Directors as a whole and KMPs.

During the period under review, meetings of Independent Directors were held on 20th April 2024 and 19th February 2025.

They also discussed the issues arising out of Committee Meetings and Board discussions including the quality, quantity and timely flow of information between the Company Management and the Board, which are essential for the Board members to effectively and reasonably perform their duties.

(ii) The details of the familiarisation programme for Independent Directors are given below:

With a view to familiarizing the Independent Directors, the Company arranges programs, time to time, to familiarize the Independent

III. Independent Directors:

At Newgen, the appointment of Independent Directors is carried out in a structured manner in accordance with the provisions of the Act and the SEBI Listing Regulations. The Nomination & Remuneration Committee of the Board identifies candidates, as and when required, based on certain laid down criteria and takes into consideration the need for diversity of the Board and accordingly makes its recommendations to the Board.

Independent Directors play a significant role in the governance processes of the Board. By virtue of their varied experience & expertise, they enrich the Board's decision-making and prevent possible conflicts of interest that may emerge in such decision-making. They also interact proactively with Key Managerial Personnel and Auditors of the Company to make matters more transparent in the best interest of the Company.

(i) Meeting of Independent Directors:

The Independent Directors met at least twice in a financial year, without the presence of

Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, the business model of the Company, etc.

The Company has divided the familiarization initiatives into two parts viz. orientation program upon induction of new Independent Director and other initiatives and other important developments to update the directors on a continuing basis.

Meetings with the Company's officials have been arranged as and when necessary, to understand the business and operations of

the Company. The presentations at the Board meetings include updates on the industry, business operations and financial performance, working capital and foreign exchange management, senior management changes, compliances, cash flow, budgets, and various aspects of the operations of the Company and of its subsidiaries.

The details of the familiarization program of the Independent Directors can be found on the Company's website at https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Familiarization-Programme-for-Independent-Directors%202024-25.pdf.

(IV) Particulars of Senior Management including the changes therein since the closure of the previous Financial Year.

As on 31st March 2025, the details of Senior Management of the Company are as follows: -

S. No.	Name of Employee	Designation
1	Mr. Virender Jeet	Chief Executive Officer
2	Mr. S J Raj	EVP - Global Business Strategy and HR
3	Mr. Tarun Nandwani	Chief Operating Officer
4	Mr. Arun Kumar Gupta	Chief Financial Officer
5	Mr. Aman Mourya	Company Secretary & Legal Head
6	Mr. Abhay Kant Tiwari	CSD - Head
7	Mr. Anagat Pareek*	Cloud and Cyber Security (VP)
8	Mr. Ashok Kapoor	Marketing - Head
9	Mr. Atin Kumar	Delivery - Head
10	Mr. Manojit Majumdar	Channel Sales - Head
11	Mr. Nem Chand Jain	EPS Group - Head
12	Mr. Nitin Agarwal	Process Digitisation - Head
13	Mr. Rajvinder Singh Kohli	GSI Sales - Head
14	Mr. Ritesh Varma	Pre-sales - Head (Marketing I)
15	Mr. Sanjay Pandey	Genesis 1 (VP)
16	Ms. Shikha Bhatt	AP- 1 (VP)
17	Mr. Soni Neelankavil	AVP - QSG and Chief Risk Officer
18	Mr. Sunil Pandita	Domestic Sales - Head
19	Mr. Varun Goswami	Genesis 2 (VP)
20	Mr. Vineet Dev	Admin - Head
21	Mr. Vivek Bhatnagar	Sales International - Head
22	Mr. Vivek Mani Tripathi	HRD - Head
23	Ms. Runki Goswami	Marketing - Head

*During the financial year under review, Mr. Anagat Pareek was appointed as VP-Cloud and Cyber Security with effect from 16th December 2024.

(V) Composition of Committees of the Board:

The Committees of the Board play a statutory and indispensable role in the governance structure of the Company. These Committees are set up under the formal approval of the Board to carry out clearly defined roles that are mandated by the Law and deemed necessary to be performed by Members of the Board, as a part of good governance practice. The minutes of the meetings of all Committees are placed before the Board for noting. Special invitees are invited to join the meetings of the Committee

as considered appropriate by the Chairman of the respective Committee. The Committee's endeavour is to have all key managerial personnel of the Company at the meeting. This allows them to have proactive participation of the management in the matters on the agenda being discuss.

There are a total 5 (five) Board Committees as on 31st March 2025 and 1 (one) non-statutory committee that have been constituted considering the best practices in Corporate Governance and in the best interest of the Company. These Committees review,

discuss, and monitor the activities falling within their terms of reference, the details of which are provided below:

1) **Audit Committee:**

The Committee is constituted in accordance with the provisions of the Act and the provisions of the SEBI Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of accounting, Finance, Taxation, compliance, and business of the Company.

A. Terms of reference:

The terms of reference of the Audit Committee are as set forth below:

- **Powers of Audit Committee**

The Audit Committee shall have powers, including the following:

- (1) To investigate any activity within its terms of reference;
- (2) To seek information from any employee;
- (3) To obtain outside legal or other professional advice; and
- (4) To secure attendance of outsiders with relevant expertise, if it considers necessary.

- **Role of Audit Committee**

The role of the Audit Committee shall include the following:

- (1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- (2) Recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
- (3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) Reviewing the financial statements with respect to its unlisted Subsidiary(ies), in particular investments made by such subsidiary(ies) of the Company;

- (5) Reviewing with the management, the annual Financial Statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

- a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act;
- b) Changes, if any, in accounting policies and practices and reasons for the same;
- c) Major accounting entries involving estimates based on the exercise of judgment by management;
- d) Significant adjustments made in the Financial Statements arising out of audit findings;
- e) Compliance with listing and other legal requirements relating to Financial Statements;
- f) Disclosure of any related party transactions; and
- g) Modified opinion(s) in the draft audit report.

- (6) Reviewing with the management, the quarterly, half-yearly and annual Financial Statements before submission to the Board for approval;

- (7) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- (8) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

- (9) Approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Act.

- (10) Scrutiny of inter-corporate loans and investments;
- (11) Valuation of undertakings or assets of the Company, wherever it is necessary;
- (12) Evaluation of internal financial controls and risk management systems;
- (13) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (14) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (15) Discussion with internal auditors of any significant findings and follow up there on;
- (16) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (17) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (18) Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
- (19) Recommending to the board the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- (20) Reviewing the functioning of the whistle blower mechanism;
- (21) Overseeing the vigil mechanism established by the Company, with the Chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
- (22) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- (23) To approve the appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.
- (24) reviewing the utilization of loans and/or advances from/investment by the holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
- (25) Carrying out any other functions required to be carried out by the Audit Committee in terms of applicable law.

The Audit Committee shall mandatorily review the following information:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- c) Internal audit reports relating to internal control weaknesses;
- d) The appointment, removal and terms of remuneration of the Internal Auditors shall be subject to review by the Audit Committee; and
- e) Statement of deviations in terms of the listing regulations.

B. Composition of the Audit Committee during the financial year 2024-25:

Name of the Committee Member	Category & Designation	Chairman/ Member
Mr. Subramaniam Ramnath Iyer	Non-Executive, Independent Director	Chairman
Mr. Saurabh Srivastava	Non-Executive, Independent Director	Member
Mrs. Padmaja Krishnan	Non-Executive, Independent Director	Member

*During the financial year under review, there were changes in the constitution of the Committee as detailed below:

Mr. Subramaniam Ramnath Iyer was designated as Chairman of the Committee and Ms. Padmaja Krishnan was appointed as Member of the Committee w.e.f. 09th July 2024.

Mr. Kaushik Dutta ceased to be Chairman of the Committee, consequent to completion of his second term as Non- Executive Independent Director of the Company on 08th July 2024 (closing of business hours).

C. Attendance of the members at the Audit Committee meeting held during the financial year 2024-25:

During the financial year 2024-25, 5 (five) meetings of the Audit Committee were held. The attendance of the members of the Committee at the meetings are as below:

Name of the Committee Member	Category & Designation	Date(s) of the meeting and attendance				
		29-04-2024	18-07-2024	15-10-2024	20-01-2025	21-03-2025
Mr. Subramaniam Ramnath Iyer	Non-Executive, Independent Director	Yes	Yes	Yes	Yes	Yes
Mr. Saurabh Srivastava	Non-Executive, Independent Director	Yes	Yes	Yes	Yes	Yes
Mr. Kaushik Dutta	Non-Executive, Independent Director	Yes	NA	NA	NA	NA
Mrs. Padmaja Krishnan	Non-Executive, Independent Director	NA	Yes	Yes	Yes	Yes

The necessary Quorum was present at all the meetings and all the meetings were held within prescribed time gap.

2) Nomination & Remuneration Committee:

The Committee is constituted in accordance with the provisions of Section 178(3) of the Act and Regulation 19(4) read with Part D of Schedule-II of the SEBI Listing Regulations.

A. The terms of reference of the Nomination & Remuneration Committee:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration of the directors, key managerial personnel and other employees;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

- the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals.

- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance (including independent director);
- For every appointment of an independent director, the Nomination & Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of

the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- Recommend to the Board, all remuneration, in whatever form, payable to senior management;
 - Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of directors; and
 - Carrying out any other functions/ role as required to be undertaken by the Nomination & Remuneration Committee under applicable law and/ or by the Board of Directors of the Company;
 - Administer and implement any Employee based benefit plan including but not limited to Stock Options Scheme (ESOP)/ Plan, RSU, SAR etc, including:
 - a) Delegation of duties and powers in whole or in part as it determines, to one or more officers of the Company and/ or to any one or more sub-committees in respect of aforesaid Plan;
 - b) To choose eligible employees for grant of options and formulate the detailed terms and conditions of the scheme or plan;
 - c) To meet at such intervals as may be required for consideration of grant of options/units under aforesaid Plan;
 - d) To take decision about the criteria of employees to whom shares, under any aforesaid Plan, to be directly issued or through transfer of shares from trust as may be set up under respective scheme or plan;
 - e) To do all such other act and matters as may be provided in any aforesaid Plan and empowered by the Board of Directors time to time.

B. Composition of the Nomination & Remuneration Committee during the financial year 2024-25:

Name of the Committee Member	Category & Designation	Chairman/ Member
Mr. Subramaniam Ramnath Iyer	Non-Executive, Independent Director	Chairman
Mr. Saurabh Srivastava	Non-Executive, Independent Director	Member
Mrs. Padmaja Krishnan	Non-Executive, Independent Director	Member

*During the financial year under review, there were changes in the constitution of the Committee as detailed below:

Ms. Padmaja Krishnan was appointed as Member of the Committee w.e.f. 09th July 2024.

Mr. Kaushik Dutta ceased to be Member of the Committee, consequent to completion of his second term as Non- Executive Independent Director of the Company on 08th July 2024 (closing of business hours).

C. Meetings and attendance of the Nomination & Remuneration Committee meeting held during the financial year 2024-25:

During the financial year 2024-25, 4 (four) meetings of the Nomination & Remuneration Committee were held. The attendance of the members of the Committee at the meetings is as below:

Name of the Committee Member	Category & Designation	Date(s) of the meeting and attendance			
		29-04-2024	18-07-2024	15-10-2024	20-01-2025
Mr. Subramaniam Ramnath Iyer	Non-Executive, Independent Director	Yes	Yes	Yes	Yes
Mr. Saurabh Srivastava	Non-Executive, Independent Director	No	Yes	Yes	Yes

Name of the Committee Member	Category & Designation	Date(s) of the meeting and attendance			
		29-04-2024	18-07-2024	15-10-2024	20-01-2025
Mr. Kaushik Dutta	Non-Executive, Independent Director	Yes	NA	NA	NA
Mrs. Padmaja Krishnan	Non-Executive, Independent Director	NA	Yes	Yes	Yes

The necessary Quorum was present at all the meetings and all the meetings were held within the maximum prescribed time gap.

D. Board Annual Evaluation:

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Board of Directors in consultation with the Nomination & Remuneration Committee has carried out the annual performance evaluation of its performance, Committees of the Board, and Individual Directors. The performance of the Board was evaluated by the Board itself after seeking inputs from all the directors on the basis of the criteria such as structure & composition of Board Culture, the effectiveness of Board processes, functioning, execution and performance of specific duties, obligations and governance etc. The performance of Committees was evaluated by the Board after seeking inputs from respective Committee members on the basis of criteria such as the composition of Committees, effectiveness of Committee meetings and quality of recommendation to the Board, etc.

The Board and the Nomination & Remuneration Committee reviewed the performance of the individual directors on the basis of criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role. In a separate meeting of Independent Directors, the performance of Non-Independent Directors, the performance of the Board as a whole and the performance of the Chairman were evaluated, taking into account the views of executive directors and non-executive directors. The performance evaluation of the Independent Directors was carried out by the entire Board. All the Directors expressed their satisfaction with the evaluation process.

E. Details of the Remuneration of Directors:

(i) Pecuniary transactions with Non-Executive Directors:

The Non-Executive Directors are paid remuneration by way of sitting fee(s) for attending meetings of the Board & the Committees and commission on profit as approved by the Board of Directors, considering the performance of the Company, the current trends in the industry, the director's participation in Board and Committee meetings during the year and such other responsibilities associated with their respective position. The remuneration paid to the non-executive directors is within the threshold limit prescribed under the provisions of the Act, SEBI Listing Regulations and approved by the shareholders of the Company.

(in ₹)

Name	Sitting Fees	Commission on Profit
Mr. Kaushik Dutta	6,00,000	23,87,930.00
Mr. Saurabh Srivastava	16,00,000	88,03,986.00
Mr. Subramaniam Ramnath Iyer	20,00,000	88,03,986.00
Mrs. Padmaja Krishnan	17,00,000	88,03,986.00
Mr. Sudhir Kumar Sethi	4,00,000	59,09,525.00

The policy for setting out the criteria of making payments to Non-Executive Directors is available on the Company's website at https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Criteria-of-making-payments-to-Non-Executive-Directors-1.pdf.

(ii) Executive Directors:

The remuneration drawn by the Executive Directors during the financial year 2024-25 is set out below. The remuneration to Executive Director includes fixed salary, perquisites and commission on profit as determined by the Nomination & Remuneration Committee based on their individual responsibilities and contributions to the performance of the organization. The remuneration paid to the Executive Directors is in accordance with the provisions of the Act, SEBI Listing Regulations and approved by the Shareholders.

(₹ in Lakh)

PARTICULARS	NAME OF THE EXECUTIVE DIRECTORS		
	Diwakar Nigam	T.S. Varadarajan	Priyadarshini Nigam
Salary	2,95,13,004.00	1,39,40,126.00	68,50,538.00
Benefits, Perquisites & Allowances	82,080.00	91,905.20	39,600.00
Commission on Profit	4,82,10,000.00	2,89,26,000.00	1,92,84,000.00
Total	7,78,05,084.00	4,29,58,031.20	2,61,74,138.00

The Company enters into service contracts with all Executive Directors for a period of 5 (five) years. The notice period is of 3 (three) months and the severance fee is the sum equivalent to remuneration for the notice period or part thereof in case of shorter notice. The details of the notice period and severance fees etc. are governed by the appointment letter issued to the respective Executive Director at the time of his / her appointment.

of Shares, non-receipt of declared dividends, annual reports, balance sheets of the Company, etc.

3) Stakeholders' Relationship Committee:

The constitution of the Committee and its composition follows the Act and SEBI Listing Regulations.

A. The terms of reference of the Stakeholders' Relationship Committee:

- Considering and resolving grievances of security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Building mechanism to redress various aspect of interest of security holders including complaints in respect of allotment of Shares, transfer

- To Issue duplicate certificates and new certificates on split/consolidation/ renewal, etc.; and delegate other officers of the Company to issue duplicate share certificates as it deems fit.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the members of the Company.
- Review of measures taken for effective exercise of voting rights by members.
- Allotment of shares.
- Carrying out any other functions as may be required from time to time to be undertaken by the Stakeholder's Relationship Committee under applicable law and Board of Directors.

B. Composition of the Stakeholders' Relationship Committee during the financial year 2024-25:

Name of the Committee Member	Category & Designation	Chairman/ Member
Mr. Subramaniam Ramnath Iyer	Non-Executive, Independent Director	Chairman
Mr. Diwakar Nigam	Chairman and Managing Director	Member
Mr. T.S. Varadarajan	Whole-time Director	Member

C. Meetings and attendance of the Stakeholders' Relationship Committee meeting held during the Financial Year 2024-25:

During the Financial Year 2024-25, 1 (one) Stakeholders' Relationship Committee meeting was held. The attendance of the members of the Committee at the meeting is as below:

Name of the Committee Member	Category & Designation	Date(s) of the meeting/ Attendance
		29-04-2024
Mr. Subramaniam Ramnath Iyer	Non-Executive, Independent Director	Yes
Mr. Diwakar Nigam	Chairman and Managing Director	No
Mr. T.S. Varadarajan	Whole-time Director	Yes

The necessary Quorum was present at the meeting.

Mr. Aman Mourya, Company Secretary functions as the Compliance Officer of the Company. He has also been appointed as the nodal officer in line with statutory requirements. During the financial year 2024-25, one complaint was received from the Investors/Shareholders. Members/Investors complaints and other correspondence are normally attended to within 30 (Thirty) working days. All the complaints have been redressed to the satisfaction of the Investors/Shareholders and none of them were pending as on 31st March 2025. There was no request pending related to the share transfers and/or dematerialization as on 31st March 2025.

Particulars	Complaints Received	Complaints Redressed
Complaints through SEBI – scores portal*	1	1

* One complaint was received through the SEBI SCORES portal in June 2024, wherein a shareholder requested the TDS certificate for tax deducted on dividend payment for the financial year 2022-23. The Company promptly issued the requested certificate and resolved the complaint.

4) Corporate Social Responsibility Committee (CSR):

The constitution of Corporate Social Responsibility Committee and its composition and terms of reference are in compliance with the provisions of Act.

A. The terms of reference of the Corporate Social Responsibility Committee:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- To recommend the amount of expenditure to be incurred on activities referred in the law;
- formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely:
 - To monitor the Corporate Social Responsibility Policy of the Company from time to time; and
 - To take decisions and to spend the amount in CSR related activities and projects as defined in the CSR Policy of the Company

B. Composition of the Corporate Social Responsibility Committee during the financial year 2024-25:

Name of the Committee Member	Category & Designation	Chairman/ Member
Mrs. Priyadarshini Nigam	Whole-time Director	Chairperson
Mrs. Padmaja Krishnan	Non-Executive, Independent Director	Member
Mr. T.S. Varadarajan	Whole-time Director	Member

*During the financial year under review, there were changes in the constitution of the Committee as detailed below:

- Ms. Padmaja Krishnan was appointed as Member of the Committee w.e.f. 09th July 2024.
- Mr. Kaushik Dutta ceased to be Member of the Committee, consequent to completion of his second term as Non- Executive Independent Director of the Company on 08th July 2024 (closing of business hours).

C. Meetings and attendance of the Corporate Social Responsibility Committee meeting held during the financial year 2024-25:

During the Financial Year 2024-25, 1 (one) Corporate Social Responsibility Committee meeting was held. The attendance of the members of the Committee at the meeting is as below:

Name of the Committee Member	Category & Designation	Date(s) of the meeting/ Attendance
		29-04-2024
Mrs. Priyadarshini Nigam	Whole-time Director	Yes
Mr. Kaushik Dutta	Non-Executive, Independent Director	Yes
Mr. T.S. Varadarajan	Whole-time Director	Yes

The necessary Quorum was present at the meeting.

5) Risk Management Committee:

The Company has constituted the Risk Management Committee in compliance with SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 read with SEBI Listing Regulations.

A. The terms of reference of the Risk Management Committee:

- a) To formulate a detailed risk management policy which shall include:
 - (i) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - (ii) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (iii) Business continuity plan.
- b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- e) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- f) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any, as of now it is not mandatory) shall be subject to review by the Risk Management Committee.
- g) The Committee shall have access to any internal information necessary to fulfil its oversight role. As and when required the Committee may assign tasks to the Internal Auditor, the Company's internal risk management team and any external expert advisors considered necessary for any task and they will provide their findings to the Committee.
- h) Such other terms as may be specified by the Board of Directors from time to time.
- i) Such other terms/ activities as may be prescribed under applicable laws and regulations, time to time.

B. Composition of the Risk Management Committee:

Name of the Committee Member	Category & Designation	Chairman/ Member
Mrs. Padmaja Krishnan	Independent Director	Chairperson
Mr. Diwakar Nigam	Chairman and Managing Director	Member
Mr. Subramaniam Ramnath Iyer	Independent Director	Member

Name of the Committee Member	Category & Designation	Chairman/ Member
Mr. Virender Jeet	Chief Executive Officer	Member
Mr. Surender Jeet Raj	EVP - Global Business Strategy & HR	Member

* Mr. Kaushik Dutta ceased to be Member of the Committee, consequent to completion of his second term as Non- Executive Independent Director of the Company on 08th July 2024 (closing of business hours).

During the financial year 2024-25, 2 (two) Risk Management Committee meeting were held. The attendance of the members of the Committee at the meeting is as below:

Name of the Committee Member	Category & Designation	Date(s) of the meeting/ Attendance	
		15-10-2024	21-03-2025
Mrs. Padmaja Krishnan	Independent Director	Yes	Yes
Mr. Diwakar Nigam	Chairman and Managing Director	Yes	Yes
Mr. Subramaniam Ramnath Iyer	Independent Director	Yes	Yes
Mr. Virender Jeet	Chief Executive Officer	Yes	Yes
Mr. Surender Jeet Raj	EVP - Global Business Strategy & HR	Yes	Yes

The necessary Quorum was present at all the meetings of the Committee.

To strengthen the implementation of the risk management framework and ensure more effective execution of its responsibilities, the Risk Management Committee of Newgen has constituted an Internal Working Committee (IWC). The IWC comprises Mr. Soni Neelankavil, Associate Vice President - (Chief Risk Officer), Mr. Saurabh Srivastava, Associate Vice President and Mr. Aman Mourya, Company Secretary. This Committee plays a critical supporting role by assisting the Risk Management Committee in identifying and assessing changes in the Company's risk exposure, evaluating the design and operational effectiveness of risk mitigation measures, and recommending or approving remedial actions, wherever necessary. Relevant Functions/ department Heads from functions such as Finance, Delivery, Human Resources, Cloud and Customer Service Delivery (CSD) are regularly invited to participate in IWC meetings to provide domain-specific insights and updates. This structure enables a more granular and responsive risk oversight process and strengthens the overall governance framework of the Company.

The IWC ensures that risk management is embedded in the Company's operational processes and culture, thereby supporting the RMC in fulfilling its mandate as outlined in SEBI's Listing Obligations and Disclosure Requirements. The IWC carries out the following key activities:

- **Risk Identification and Assessment:** Regularly scanning the internal and external environment to identify

emerging risks, including financial, operational, sectoral, sustainability (ESG-related), information, and cybersecurity risks, in line with SEBI guidelines.

- **Risk Mitigation:** Assessing the effectiveness of existing risk mitigation strategies and internal control systems and recommending enhancements to address identified vulnerabilities.
- **Policy Implementation Oversight:** Ensuring the effective implementation of the risk management policy, including business continuity plans, and evaluating their adequacy in the context of evolving industry dynamics.
- **Cross-Functional Coordination:** Engaging with heads of key functions such as Finance, Delivery, Human Resources, and Customer Service Delivery (CSD) to integrate risk management practices across the organization.
- **Reporting and Communication:** Providing updates to the RMC on risk exposures, mitigation efforts, and any significant changes in the risk profile, thereby facilitating informed decision-making at the board level.

6) Other Committees

Apart from the above statutory Committees, the Board of Directors has constituted the following Committees to raise the level of governance and also to meet the specific business needs.

6.1. Finance and Operations Committee:

The Finance and Operations Committee has been constituted to oversee the Banking operations, a delegation of operational powers, dealing with the statutory bodies and other finance and routine operations that arise in the normal course of the business. The Committee reports to the Board and the minutes of these meetings are placed before the Board for information.

A. The terms of reference of the Finance and Operations Committee:

- a) To provide the authorization for applying, negotiating and finalizing, with the existing/ proposed Bankers, the sanctioning/ renewal of the Temporary / Ad hoc / Regular Working Capital or Short-Term Finance / Loan requirements, whether fund based or non-fund based (LC/BG), interchangeable or otherwise in the ordinary course of business.
- b) To provide authorization to open, operate and close the Bank Account/(s) of the Company, to change the Authorized Signatories

therein from time to time; and to provide authorization in respect of executing/ submitting bank related documents.

- c) To provide authorization to take on lease/rent/or on Leave and license basis any premises in the ordinary course of business or for the purpose of guest house of the Company and execution of agreements, papers and other document thereto and to deal with any Government or semi-government departments/ authorities, local bodies and corporation for registration of such agreements/documents with Registrar or Sub- Registrar.
- d) To act as per the Investment Policy approved by the Board of Directors.
- e) To provide authorization to deal with State, Central Government or Government authorities, Statutory Corporations, government undertaking, local bodies.

B. Composition of the Finance and Operations Committee during financial year 2024-25: -

Name of the Committee Member	Category & Designation	Chairman/ Member
Mr. T.S. Varadarajan	Whole-time Director	Chairman
Mr. Diwakar Nigam	Chairman & Managing Director	Member
Mrs. Priyadarshini Nigam	Whole-time Director	Member

Whereas Mr. Arun Kumar Gupta is the permanent invitee to this Committee.

During the financial year 2024-25, no meeting of Finance and Operations Committee meeting was held, as there was no proposed transaction requiring its consent.

VI. GENERAL BODY MEETINGS:

The Annual General Meeting ("AGM") of the Company during the preceding 3 (three) years was held at the following venues, dates and times, wherein the following special resolutions were passed:

AGM	Date & Time of AGM	Venue	Details of Special resolutions
30 th AGM	23-06-2022 at 11:00 A.M.	Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Saurabh Srivastava (DIN: 00380453) as a Non-Executive Independent Director of the Company for the second term of five (5) years 2. Re-appointment of Mr. Subramaniam Ramnath Iyer (DIN: 00524187) as a Non-Executive Independent Director of the Company for the second term of five (5) years.

AGM	Date & Time of AGM	Venue	Details of Special resolutions
			3. Approval of Newgen Software Technologies Limited Employees Stock Option Scheme- 2022 4. Approval for grant of stock options to the employees of group Company including subsidiary Companies or its associate Company, in India or outside India of the Company under Newgen Software Technologies Limited Employees Stock Option Scheme - 2022 5. Approval for the acquisition of equity shares by way of secondary acquisition under Newgen Software Technologies Limited Employees Stock Option Scheme - 2022 6. Approval for provision of money by the Company for purchase of its own shares by the trust / trustees for the benefit of employees under Newgen Software Technologies Limited Employees Stock Option Scheme - 2022 7. Approval for amendment in the Newgen Software Technologies Limited Employees Stock Option Scheme - 2014 ("Newgen ESOP Scheme 2014") 8. Approval for amendment in the Newgen RSU Scheme 2021.
31 st AGM	27-06-2023 at 11:00 A.M.	Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)	NIL
32 nd AGM	25-07-2024 at 11:00 A.M.	Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)	1. Re-Appointment of Mr. Diwakar Nigam (Din: 00263222) As the Chairman & Managing Director of The Company for a Period of Five (5) Years 2. Re-Appointment of Mr. T. S. Varadarajan (Din: 00263115) As Whole-Time Director of The Company for a Period of Five (5) Years 3. Re-Appointment of Mrs. Priyadarshini Nigam (Din: 00267100) As Whole-Time Director of The Company for a Period of Five (5) Years 4. Payment Of Commission to Non-Executive Directors 5. Approval For Increase in The Pool of The Stock Options and Other Amendments In Newgen Software Technologies Limited Employees Stock Option Scheme - 2022 6. Approval For Grant of Stock Options to The Employees of Group Company Including Subsidiary Companies or Its Associate Company, In India or Outside India, of The Company Under Newgen Software Technologies Limited Employees Stock Option Scheme -2022.

No Extraordinary General Meeting was held during the year 2024-25.

POSTAL BALLOT

During the financial year 2024-25, the Company has passed 2(two) Special Resolution through postal through evoting:

Date of postal ballot notice	Resolution passed	Approval date	Scrutinizer
30-07-2024	Appointment of Mr. Sudhir Kumar Sethi (Din: 00058105) as a Non-Executive Independent Director of the Company	09-09-2024	M/s DPV & Associates, (holding CP No.13700), Practising Company Secretaries
20-01-2025	Re-Appointment of Mrs. Padmaja Krishnan (Din: 03155610) as a Non-Executive Independent Director of the Company for the Second Term of Five (5) Years	28-02-2025	M/s DPV & Associates, (holding CP No.13700), Practising Company Secretaries

All the aforesaid Ordinary Resolutions were duly passed in accordance with the provisions of Companies Act and SEBI Listing Regulations, and the results of which were submitted with the stock exchanges within the prescribed time limit. The summary of the result of the postal ballot (Through Remote E-Voting) is as under:

Special Resolutions	No. of Votes Polled	No. of Votes Cast in Favour	No. of Votes Cast Against	% of Votes Cast in Favour on Votes Polled	% of Votes Cast Against on Votes Polled
Appointment Of Mr. Sudhir Kumar Sethi (Din: 00058105) As A Non-Executive Independent Director of The Company	113856180	113488228	367952	99.68	0.32
Re-Appointment of Mrs. Padmaja Krishnan (Din: 03155610) As A Non-Executive Independent Director of the Company for the Second Term of Five (5) Years	101304436	100896858	407578	99.60	0.40

Further, no ordinary resolution was required to be passed through Postal Ballot during Financial Year 2024-25.

Procedure for Postal ballot:

The postal ballot(s) were conducted in accordance with the provisions contained in Section 108, 110 and other applicable provisions of the Act 2013, read with the related Rules and SEBI Listing Regulations. The Company provided electronic voting facility to all its members, to enable them to cast their votes electronically.

Company engaged the services of Registrar and Share Transfer Agent ("RTA") of the Company, i.e. KFin Technologies Limited for the purpose of providing e-voting facility.

In accordance with the MCA Circulars and the Listing Regulations, Company circulates the postal ballot notice containing draft resolutions together with the explanatory statements, to its members whose name appears on the register of members /list of beneficiaries as on cut-off date, in only electronic form to the email addresses registered with the depository (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent (in case of physical shareholding).

The Company also publishes notice in the newspapers declaring the details of completion of dispatch as mandated under the Act and applicable rules. The Company fixes a cut-off date to reckon paid-up value of equity shares registered in the name of members for the purpose of voting. Members may cast their votes through e-voting during the voting period fixed for this purpose. The scrutinizer submits his report to the Chairman, or any other person authorised by the Chairman, after the completion of scrutiny of the votes. The results of the postal ballot (through Remote e-voting) are announced by the Chairman or any other person, if any, authorised by

the Chairman within 2 working days of conclusion of the voting period. The results are also displayed at the registered office and corporate office of the Company, intimated to RTA and the Stock Exchanges where the Company's shares are listed and also displayed along with the Scrutinizer's report on the Company's website at <https://newgensoft.com>. The resolution, (if passed by requisite majority), shall be deemed to have been passed on the last date specified by the Company for e-voting.

VII. MEANS OF COMMUNICATION:

The quarterly results of the Company were published in an English daily newspaper (Financial Express) having nationwide circulation and in local Hindi daily newspaper (Jansatta), however Result for the fourth quarter and year ended 31st March 2025 were published in Business Standard, English (in all editions) having nationwide circulation and Business Standard, Hindi (Delhi edition) and also displayed at the Company's website at <https://newgensoft.com/company/investor-relations/financial-results-published-in-the-newspaper/>. The Company also published the annual result in an English daily newspaper (Economic Times) having a nationwide circulation.

All official press/ news releases, presentations made to analysts and institutional investors and other general information about the Company are also available on the Company's website. The presentations made to the institutional investors or analysts, if any, are not communicated individually to the shareholders of the Company. However, in addition to uploading the same on the website of the Company, the presentations are sent to the Stock Exchange for dissemination of information to the Public.

VIII. GENERAL SHAREHOLDER INFORMATION:

A. 33rd Annual General Meeting:

The date, time, and venue of the 33rd (Thirty-three) Annual General Meeting of the Company are provided hereunder:

Day & Date	:	Thursday, 25 th July 2025
Time	:	11:00 A.M.
Venue	:	Video Conferencing or Other Audio-Visual Means* Deemed Venue: Registered office of the Company situated at E-44/13 Okhla Phase II, New Delhi - 110020

B. Financial Year:

The Company follows the financial year from 1st April to 31st March. The financial year was from 1st April 2024 to 31st March 2025.

C. Details related to Dividend:

Dividend on equity shares, if declared at the ensuing Annual General Meeting, will be credited on or before 20th August 2025. Members who hold shares in Demat mode should inform their depository participant, whereas Members holding shares in physical form should inform the Company's RTA of their banking account details. In cases where the banking account details are not available, the Company will issue the demand drafts stating the existing bank details available with the Company.

The cut-off date for the purpose of Dividend will be 18th July 2025.

Record Date/Book Closure: 18th July 2025.

D. Listing on Stock Exchanges:

The Company's equity shares are listed on the following Stock Exchanges and the annual listing fees have been duly paid to the stock exchanges.

Sr. No.	Name of the Stock Exchange	Address	Stock Code
1.	BSE Limited (BSE)	1 st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	540900
2.	National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai 400 051	NEWGEN

International Securities Identification Number (ISIN): INE619B01017.

E. Registrar and Share Transfer Agent ("RTA"):

KFin Technologies Limited is our Registrar and Share Transfer Agent (RTA) to render services related to Share transfer/ Dematerialisation/ Rematerialisation/ Transmission, dividend payment and other activities thereto for both electronic and physical shareholdings. Members/ Investors are requested to forward share transfer documents, dematerialization/rematerialization requests, dividend payment-related queries and other related correspondence directly to the RTA of the Company.

Details for Correspondence:

KFin Technologies Limited

Selenium Building, Tower B, Plot No. 31 and 32,

Gachibowli Financial District, Nanakramguda, Hyderabad 500032

Toll free number - 1- 800-309-4001

Email: einward.ris@kfintech.com

Website: <https://www.kfintech.com> and / or <https://ris.kfintech.com/>

SEBI Registration No. INR000000221

The above-mentioned details are also available on the Company's website at <https://newgensoft.com/company/investor-relations/email-address-for-grievance-redressal/>.

F. Share Transfer System:

Requests for transfer of Equity Shares in dematerialized form are done through depositories with no involvement of the Company. Transfer of shares held in physical form is not permitted after 31st March 2019 through statutory notifications. Accordingly, members holding equity shares in physical form are urged to have their shares dematerialized.

G. Distribution of Shareholding:**a) Categories of Equity Shareholders as on 31st March 2025**

Categories	Number of Shares	Percentage
Promoter & Promoter Group	7,61,72,500	53.78
Mutual Funds	44,93,618	3.17
Alternate Investment Funds	81,56,527	5.76
Foreign Portfolio Investors	2,74,14,604	19.36
Bodies Corporate & Overseas Corporate Bodies	16,97,998	1.20
Resident Individuals	1,96,17,750	13.85
Non-resident Indians	23,13,967	1.63
Any Other (Trusts, Clearing member, HUF, NBFC registered with RBI)	3,45,983	0.24
Newgen ESOP/RSU Trust (Non-Promoter Non Public)	14,12,240	1.00
Total	14,16,25,187	100.00

(b) Distribution of Shareholding as on 31st March 2025

Category	No. of Shareholders	% of Shareholders	Total number of Shares	Amount (in ₹)	% to Equity
1-5000	144044	96.55	79,93,830	79938300	5.64
5001- 10000	2683	1.80	19,48,271	19482710	1.38
10001- 20000	1163	0.78	17,30,048	17300480	1.22
20001- 30000	389	0.26	9,55,005	9550050	0.67
30001- 40000	199	0.13	7,12,496	7124960	0.50
40001- 50000	129	0.09	5,89,699	5896990	0.42
50001- 100000	252	0.17	17,12,797	17127970	1.21
100001 & Above	329	0.22	12,59,83,041	1259830410	88.96
Total	149188	100.00	14,16,25,187	1416251870.00	100

H. Dematerialization of Shares and liquidity:

As on 31st March 2025, 99.98% of the total Equity Shares were held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited. The market lot is one share and the trading in equity shares of the Company is permitted only in dematerialized form. The face value of share is ₹10/- (Rupees Ten only) per share.

During the financial year 2024-25, no case was received for dematerialisation of equity shares of the Company.

I. Details of Shares held in Demat Suspense Account:

Disclosure with respect to demat suspense A/c/ unclaimed suspense A/c: Not Applicable

Further, the Company has Unclaimed Securities Suspense Escrow account in which 21,721 bonus equity shares are held as on 31st March 2025.

Pursuant to the SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 read with Schedule VI of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company has opened a Unclaimed Securities Suspense Escrow account. The Company is following procedures to transfer the eligible unclaimed equity shares, if any, in such account.

J. Outstanding Convertible Instruments/ ADRs/ GDRs/ Warrants:

As on 31st March 2025, the Company did not have outstanding GDRs/ADRs/Warrants or any Convertible instruments (excluding ESOPs).

K. Commodity price risk or foreign exchange risk and hedging activities:

The Company had no exposure to commodity and commodity risks for the financial year 2024-25. For details related to foreign exchange risk and hedging activities, please refer the "Management and Discussion Analysis Report" which forms part of this Annual Report.

L. Plant Locations:

The Company being in software development business, does not require manufacturing plant. The addresses of the development centres/ offices of the Company are given in the annual report.

M. Address for Correspondence:

Members may write either to the Company or the RTA for redressal of queries and grievances. The address and contact details of the concerned officials are given below:

Registrar and Transfer Agent	Details of Compliance Officer/ Investors' complaints
KFin Technologies Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032 Toll Free No.: 1- 800-309-4001 Email: einward.ris@kfintech.com	Newgen Software Technologies Limited E-44/13, Okhla Phase - II, New Delhi - 110020 Contact person: Mr. Aman Mourya, Company Secretary & Compliance Officer Tel: +91-11-46533200 Fax: +91-11-26383963 E-mail: investors@newgensoft.com

Members are requested to take note that all queries in connection with change in their residential address, bank account details, etc. are to be sent to their respective Depository Participants (DPs).

Analysts can reach our Investor Relations team for any queries and clarification on financial/investor relations related matters:

Newgen Software Technologies Limited

E-44/13, Okhla Phase - II, New Delhi - 110020
Contact person: Mrs. Deepti Mehra Chugh,
Head – Investor Relations
Tel: +91-11-46533200
Fax: +91-11-26383963
E-mail: ir@newgensoft.com

N. Details of Credit ratings obtained by the Company:

The Company has not issued any debt instruments which necessitate any credit rating. The Credit Rating, from CRISIL Ratings Limited during the year 2024-25 for short-term Working Capital Facilities is CRISIL A1. There is no revision in the above rating.

O. Disclosure of 'Loans and advances in the nature of loans to firms/companies/relatives in which directors are interested in the name and amount: Nil

P. Disclosure of 'Loans and advances in the nature of loans to subsidiaries and associates: Nil

Q. Details of material subsidiaries:

Following is the material subsidiary of the Company: -

S. No.	Name of material subsidiary	Date and Place of incorporation	Name of Statutory Auditor	Date of re-appointment of Statutory Auditor
1.	Newgen Software Inc.(USA)	03-11-1997,USA	Ryan and Wetmore, P.C	26 th March 2025

VIII. Other Disclosures:

(a) Related Party Transactions:

There have been no materially significant related party transactions that may have a potential conflict with the interest of the Company at large. The Policy on Related Party Transactions is available on the Company's website at https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Policy-on-Related-Party-Transaction-2.pdf.

Based on the disclosures received from Senior Management Personnel of the Company, none of the officials have any personal interest in any of the financial or commercial transactions with the Company, except for their remuneration.

(b) Details of non-compliance, if any, by the Company, on any matter related to capital markets:

During the last 3 (three) years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets.

(c) Code for Prevention of Insider Trading:

Pursuant to the provision of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Conduct to Regulate and monitor trading in the securities of the Company ("the Code"). The aforesaid Newgen's Code are devised to regulate, monitor and report trading by Designated Persons and their Immediate Relatives under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code of practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company's website at <https://newgensoft.com/Company/investor-relations/#other-key-policies>.

In addition to the above, the Company has put in place an adequate and effective system of internal controls to ensure compliance with the requirements of the Prohibition of Insider Trading Regulations. A structured in-house digital database is being maintained by the Company. The Board has also formulated a Policy for the determination of 'legitimate purposes' as a part of the Code of Fair Disclosure and Conduct

as per the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Company Secretary has been appointed as the Compliance Officer for ensuring the implementation of the Code. Further, the Board, designated persons and other connected persons have affirmed compliance with the aforesaid Code.

(d) Whistle Blower Policy/ Vigil Mechanism:

Pursuant to the provisions of the Companies Act and SEBI Listing Regulations, the Company has adopted a policy on Whistle Blower mechanism. The Whistle Blower Policy includes vigil mechanism as mandated under the SEBI Listing Regulations and provides a mechanism for directors, employees and other stakeholder to raise concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Ethics & Business Conduct, etc.

At Newgen, we ensure that Directors, employees and other stakeholders are allowed to voice concerns in a responsible and effective manner. Your Company has an Ombudsman as a channel for receiving and redressing complaints from directors, employees and other stakeholders under the Whistle Blower mechanism. All complaints, if any, are addressed to Ombudsman and investigative findings thereon are reviewed and reported to the Ethics Committee/ Chairman of Board of Directors or Chairman of Audit Committee, depending on case to case. The Company hereby affirms that no personnel had been denied access to the Audit Committee under the policy on Whistle Blower mechanism.

Details of complaints received through whistle blower mechanism are tabled below:

Number of Complaints filed during the financial year	2
Number of complaints disposed of during the financial year	1
Number of complaints pending as at the end of the financial year	1

Brief note of the complaints received:

- 1. Behavioral Issue:** One complaint related to a behavioral concern within a team at the workplace and the same was forwarded to the HR as per recommendation of the Ombudsman. This was addressed and resolved as per the Company's Disciplinary Action Policy.
- 2. Conflict of Interest Allegation:** One complaint alleged a potential conflict of interest involving a Newgen official

and a sub-contractor. The Preliminary Investigation Report prepared by the Ombudsman was forwarded to the Audit Committee for its consideration. While the matter remained pending as on 31st March 2025, it has since been closed as on the date of this report.

Directors, employees and other stakeholder may raise concern by writing to: whistleblower.newgen@arthaarbitrage.com or by postal mail/ letter to: M/s Artha Arbitrage Consulting LLP C-16, 2nd Floor, Qutab Institutional Area, New Delhi-

110067. Mechanism followed under the Whistle Blower policy is appropriately communicated within the Company across all levels and is also available under the investor relations section on our website at: https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Whistle%20Blower%20Policy.pdf.

(e) Code of Conduct for the Board members and Senior Management:

The Board of Directors has adopted a Code of Conduct for the Board members and Senior Management Personnel of the Company, in line with the amended SEBI Listing Regulations. The Code lays down the standard of conduct which is expected to be followed by the Board members and Senior Management personnel. On the basis of declarations received from the Board Members and the Senior Management Personnel, the Chief Executive Officer has given a declaration that the Board Members and Senior Management Personnel of the Company have affirmed compliance with the

Code, with respect to the financial year 2024-25. The Code is available on the website of the Company at https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Code-of-conduct-for-Board-of-directors-and-senior-management.pdf.

(f) Sexual Harassment Policy:

Your Company has constituted Internal Complaints Committee as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and also has a policy and framework for employees to report sexual harassment cases at workplace and its process ensures complete anonymity and confidentiality of information. Adequate workshops and awareness programmes against sexual harassment are conducted across the organization. The said Policy is available on the website of the Company i.e. https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/POSH-compressed.pdf.

Details of complaints received, redressed and pending during the financial year 2024-25 on Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are tabled below:

Number of Complaints filed during the financial year	2
Number of complaints disposed of during the financial year	2
Number of Complaints pending as at the end of the financial year	NIL

(g) Policy for Determination of Material Subsidiary:

The Company has formulated a Policy for Determining Material Subsidiaries in terms of the SEBI Listing Regulations which has been uploaded on the Company's website at https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Policy-for-determining-Material-Subsidiaries-1-1.pdf.

As per the materiality policy, Newgen Software Inc. is our material subsidiary Company incorporated in USA. Provisions to the extent applicable under the SEBI Listing Regulations with reference to other subsidiary companies duly complied. Minutes of the Board meetings of subsidiary companies (including its material subsidiary) were annually placed before the Board of Directors.

(h) Funds raised through preferential allotment or qualified institutions placement:

During the year under review, the Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI Listing Regulations.

(i) A certificate from a Company Secretary in practice that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

The Company has obtained a Certificate from Company Secretary in practice certifying that none of the directors on the board have been debarred or disqualified from being appointed or continuing as director of the Companies by the Board/ Ministry of Corporate Affairs or any Statutory Authority and same is annexed with this report.

(j) Compliance with Mandatory requirements:

During the financial year 2024-25, your Company has complied with all the mandatory Corporate Governance requirements under the SEBI Listing Regulations. your Company confirms compliance in respect of the Corporate Governance Report as stated under sub-paras (2) to (10) of section (C) of Schedule V to the SEBI Listing Regulations.

(k) Recommendations of the Committees of the Board:

During the financial year ended 31st March 2025, the Board of Directors has accepted all the recommendations of its Committees.

(l) Compliance with Discretionary requirements under Regulation 27(1) of the SEBI Listing Regulations:

The status of compliance with the non-mandatory requirements, as stated under Regulation 27(1) read with Part E of Schedule-II to the SEBI Listing Regulations:

- i. **The Board:** The Chairman of the Company is an Executive Director and hence this provision is not applicable to us.
- ii. **Shareholders' rights:** To ensure dissemination of Company's financial results to its shareholders, the Company publishes the quarterly and half-yearly results in newspapers having wide circulation in India and particularly in New Delhi, where the registered office of the Company is located. These results are also filed with stock exchanges and uploaded on Company's website immediately after the Board meeting. Company also conducts conference call/ investors / analyst meets, if any, to respond to any investor queries with regard to the financial results or operations of the Company.
- iii. **Modified opinion(s) in audit report:** The Company confirms that its financial statements are with un-modified opinion.
- iv. **Reporting of Internal Auditor:** The Internal Auditors report directly to the Audit Committee of the Board.
- v. **Separate post of Chairman and Managing Director or CEO:** The Chairman of the Company is a Managing Director and also a promoter of the Company and his position is separate from that of the Chief Executive Officer.
- vi. **Compliance with Secretarial Standards:** The Company has complied with the applicable Secretarial Standards (SS) issued by the Institute of Companies Secretaries of India, which have mandatory application during the year under review.
- vii. **Accounting Standards:** The Company has adopted the relevant Accounting Standards notified by the Companies (Indian Accounting Standards) Rules, 2015 while preparing its Standalone and

Consolidated Financial Statements for the financial year ended 31st March 2025.

(m) Fees paid by the Company or its subsidiaries to the Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part:

Total fee for Statutory Audit and Limited Review paid by the Company to M/s Walker Chandiok & Co LLP, Chartered Accountants, Statutory Auditor is ₹64,00,000 and ₹3,51,000 as reimbursement of expenses. Further, fee of ₹6,15,000 in aggregate was paid to the Auditors for other services related to certifications as required time to time.

(n) Disclosure of certain types of agreements binding on listed entities under clause 5A of paragraph A of Part A of Schedule III of these regulations:

There are no such agreements entered which will impact the management or control of the Company

IX CONFIRMATION OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED UNDER REGULATION 17 TO 27 AND CLAUSES (b) to (i) OF SUB-REGULATION 2 OF REGULATION 46 OF SEBI LISTING REGULATIONS:

It is hereby confirmed that the Company has complied with the mandatory requirements of Corporate Governance as specified in Regulations 17 to 27 and 46(2) of SEBI Listing Regulations. The Certificate from the Chief Executive Officer and Chief Financial Officer of the Company, as stipulated in Regulation 17(8) of the SEBI Listing Regulations read with Part B of Schedule II was placed before the Board along with the Financial Statements for the financial year ended 31st March 2025 and the Board reviewed the same. The said Certificate is annexed with this Corporate Governance Report.

X CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON COMPLIANCE OF CORPORATE GOVERNANCE UNDER SEBI LISTING REGULATIONS:

The Company has obtained a certificate from M/s Aijaz & Associates, Practicing Company Secretary regarding compliance with the provisions relating to corporate governance laid down in Part C(10)(i) and E of Schedule V to the SEBI Listing Regulations and the same is annexed with this report.

Diwakar Nigam

Place: New Delhi
Date: 27.05.2025

Chairman & Managing Director
DIN: 0026322

DECLARATION TO COMPLIANCE OF CODE OF CONDUCT

This is to certify that the Company has laid down its Code of Conduct for all the Board Members and Senior Management Personnel of the Company and a copy of the same has been uploaded on the website of the Company at https://landing.newgensoft.com/hubfs/_2020%20Website%20files/IR/Code-of-conduct-for-Board-of-directors-and-senior-management.pdf.

I hereby declare that all the Directors and Senior Managerial Personnel of the Company, have affirmed compliance with the aforesaid Code of Conduct and have given a confirmation thereto in this regard, in respect of the financial year ended 31st March 2025.

Date: 30.04.2025
Place: New Delhi

Virender Jeet
Chief Executive Officer
PAN: AAOPJ2433N

To
The Board of Directors
Newgen Software Technologies Limited
New Delhi-110020

Sub.: Certification by Chief Executive Officer and Chief Financial Officer, pursuant to regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, Virender Jeet, Chief Executive Officer and Arun Kumar Gupta, Chief Financial Officer of Newgen Software Technologies Limited, hereby certify that: -

- a) We have reviewed financial statements and cash flow statement for the year ended 31st March 2025 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee: -
 - i. that there are no significant changes in internal control over financial reporting during the year;
 - ii. that there are no significant changes in accounting policies during the year; and
 - iii. that there are no instances of significant fraud of which we have become aware and that there is no involvement of the management or employee having a significant role in the Company's internal control system over financial reporting.

Date: 01.05.2025
Place: New Delhi

Virender Jeet
Chief Executive Officer
PAN: AAOPJ2433N

Arun Kumar Gupta
Chief Financial Officer
PAN: ADTPG6017D

CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members,
Newgen Software Technologies Limited
E-44/13, Okhla Phase-II,
New Delhi-110020
CIN:-L72200DL1992PLC049074

We have examined the compliance of conditions of Corporate Governance by **Newgen Software Technologies Limited** ("the Company"), for the financial year ended 31st March 2025 as stipulated under regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

We have examined the relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company. The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Aijaz & Associates
Practicing Company Secretaries

Place: New Delhi
Date: 02.05.2025

Name :**M. Aijaz**
CP No.: 7040
M. No. : 6563
P.R.C. No.: 2632
UDIN: F006563G000254481

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
Newgen Software Technologies Limited
E-44/13 Okhla Phase-II,
New Delhi-110020
CIN: L72200DL1992PLC049074

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Newgen Software Technologies Limited** bearing CIN L72200DL1992PLC049074 and having its registered office at E-44/13, Okhla Phase II, New Delhi-110020 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub clause (i) of clause 10 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications including [Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of the Directors	Designation	DIN	Date of Initial Appointment in the Company
1.	Mr. Diwakar Nigam	Chairman & Managing Director	00263222	01 st April 1993
2.	Mr. T.S. Varadarajan	Whole-time Director	00263115	05 th June 1992
3.	Mrs. Priyadarshini Nigam	Whole-time Director	00267100	20 th September 1997
4.	Mr. Saurabh Srivastava	Independent Director	00380453	30 th August 2017
5.	Mr. Subramaniam Ramnath Iyer	Independent Director	00524187	22 nd November 2017
6.	Mrs. Padmaja Krishnan	Independent Director	03155610	24 th March 2020
7.	Mr. Sudhir Kumar Sethi	Independent Director	00058105	30 th July 2024

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these bases for our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31st March 2025.

For Aijaz & Associates
Practicing Company Secretaries

Date: 28.04.2025
Place: New Delhi

CP No. : 7040
M. No. : 6563
P.R. No.: 2632
UDIN: F006563G000215057

Management Discussion and Analysis

Company Overview

Newgen Software Technologies Ltd. is a provider of enterprise-wide AI-enabled unified digital transformation platform with native process automation, content services, customer engagement, intelligence and low code capabilities that drives end-to-end automation. Large enterprises globally leverage Newgen's industry recognized technologies to innovate and transform their operations, to serve their customers better and faster. Newgen focuses on delivering best-in-class platforms and solutions to its global clientele, thus facilitating their digital initiatives, streamlining operations and improving customer experiences.

Newgen has been at the forefront of transforming businesses for around 500 active customers across 77 countries. With a marquee clientele from across the globe including India, USA, Canada, UAE, Saudi Arabia, UK, Philippines, Indonesia, Singapore and Australia, the Company offers enterprise solutions tailored to the needs of different business verticals. Newgen has emerged as a preferred partner for leading banks, insurance firms, healthcare organizations, governments, telecom companies, shared service centres and BPOs worldwide. Complex industry-specific vertical solutions and use cases can be developed on the Company's low-code horizontal platforms, covering everything from onboarding, service requests, lending to underwriting, and beyond.

Newgen has been successfully certified and assessed for ISO 9001:2015 and ISO 27001:2022. It is also Great Place to Work Certified.

During the year, Newgen continued to be recognized by industry analysts including Gartner in the Magic Quadrants and Forrester in the Wave reports. The Company was recognized as:

- A 'Niche Player' in Gartner® Magic Quadrant™ and Critical Capabilities for Enterprise Low-Code Application Platforms, October 2024
- A 'Leader' in the Forrester Wave™: Content Platforms, Q1 2025
- The Forrester Wave™: Task-Centric Automation Software, Q4 2024

The Company has also been recognised in various Landscapes and Market Guides including:

- Forrester's The Content Platforms Landscape, 2024 on September 17th, 2024

- Forrester's The Low-Code Platforms for Professional Developers Landscape, Q4 2024 on 23rd December 2024
- Forrester's The Task-Centric Automation Software Landscape, Q3 2024 on 19th July 2024
- Forrester's The Master Data Management Solutions Landscape, Q1 2025
- Gartner® Market Guide for State and Local Government Grant Management Solutions, on 6th May 2024
- Gartner® Market Guide for Commercial Loan Origination Solutions on 9th September 2024

The Company is focused on continuous innovation and technology absorption to develop and deliver beneficial platforms and solutions. As of date Newgen filed for 55 patents and has been granted 25 patents across India and US. Moreover, in line with the commitment to leading-edge technology adoption, Newgen has seamlessly integrated emerging technologies such as Robotic Process Automation (RPA), Cloud, AI, ML and Generative AI into its platforms and solutions.

The Company has launched AI agents focused on growth and Application Development and productivity called LumYn, Harper, and Marvin for smarter and faster application development, improved market effectiveness, real-time extraction of insights, and next-level content automation.

The Company has a resilient business model in place with large annuity revenue streams and diversification across customers, and geographies. Moreover, the Company's solutions are of mission critical nature for the long-term customers forming the backbone of their operations.

Our Platforms

NewgenONE Platform

NewgenONE is a unified AI-enabled low-code platform for end-to-end automation at scale for enterprises. It facilitates seamless information flow across the organization by connecting the front-office, mid-office, and back-office. Moreover, the platform drives intelligence into operations for rapid innovation and responsiveness. NewgenONE includes and integrates, cutting-edge technologies across process, content, communication, intelligence and low code – all delivered through a single, unified platform.

AI Contextual Content Services (ECM), AI powered Process Automation (BPM), AI Omnichannel Customer Engagement (CCM), AI Low Code Application Development, Agentic AI and Artificial Intelligence and Data Science, are the main offerings of the NewgenONE platform. Newgen has seamlessly integrated emerging technologies such as Robotic Process Automation (RPA), Cloud, AI & ML and Generative AI into its platforms and solutions.

AI Contextual Content Services (ECM)

The platform efficiently manages the content lifecycle with AI, ensuring secure access to content anytime, anywhere. The platform offers smart tools to capture content from multiple sources, manages it in a secure centralized repository, and makes information accessible across content-centric processes. It offers flexibility to access or deliver content via mobile and cloud, creating a highly connected and digital workplace. Furthermore, it helps enterprises mitigate business risks by ensuring compliance with various regulatory requirements and by securing business-critical information.

AI-powered Process Automation (BPM)

The platform rapidly automates end-to-end customer journeys with AI for smarter operations and transformed experiences. It helps in designing, executing, monitoring, and optimizing processes that helps in decreasing process turnaround time, streamlining business processes, providing contextual information, and delivering an omnichannel experience to satisfy the requirements of customers.

AI Omnichannel Customer Engagement (CCM)

The platform's primary aim is to facilitate real-time, personalised engagement through AI across multiple touchpoints. It enables enterprises to interact with customers through their preferred channels, providing full control and visibility across the organization.

AI Low Code Application Development

Low Code Application Development helps in rapidly composing complex mission-critical applications with enterprise-grade sturdiness and built-in agility for change by leveraging low code across process, content, communication, and AI.

Agentic AI

Newgen Agentic AI engages with businesses to resolve challenges across customer journeys. The agents enhance conversions, elevate customer experience, deliver personalized interactions, and boost productivity across customer journeys.

Artificial Intelligence and Data Science

Newgen, with its AI Cloud platform, automates the entire life cycle of data science projects. By leveraging an intuitive AI Studio, the platform increases productivity, fosters collaboration, and speeds up data science project execution to accelerate data to insights journey.

Our Solutions

The purpose-built solutions, built on the Company's platform and deployed on cloud, on-premises, or in a hybrid environment, can help streamline end-to-end processes and future-proof an organization. The Company provides vertical solutions in Banking and Financial Services, Insurance, Government/ PSU, Healthcare, Shared services and other industries.

Industry Overview

The global digital transformation market is experiencing rapid and sustained growth, driven by the convergence of advanced technologies such as artificial intelligence (AI), cloud computing, Internet of Things (IoT), big data analytics, and automation.

With growing digital transformation across the world, the demand for improved customer experiences and personalised communications continue to rise. Many enterprises now prefer low-code platforms due to their undeniable benefits and efficiency. Hyper-automation, which combines technologies like robotic process automation (RPA), artificial intelligence (AI), machine learning (ML) and low-code platforms, is also gaining traction. Key drivers include the digitalisation of traditional manufacturing, increasing adoption of AI/ML technologies and the need for process optimization across industries. The demand for process-agnostic software also continues to be high due to growing digital transformation of enterprises.

Worldwide IT spending is expected to total \$5.6 trillion in 2025, an increase of 9.8% from 2024, according to the latest forecast by Gartner, Inc.

Worldwide IT Spending Forecast (Millions of U.S. Dollars)

	2024 Spending	2024 Growth (%)	2025 Spending	2025 Growth (%)
Data Center Systems	329,132	39.4	405,505	23.2
Devices	734,162	6.0	810,234	10.4
Software	1,091,569	12.0	1,246,842	14.2
IT Services	1,588,121	5.6	1,731,467	9.0
Communications Services	1,371,787	2.3	1,423,746	3.8
Overall IT	5,114,771	7.7	5,617,795	9.8

Source: Gartner, January 2025

<https://www.gartner.com/en/newsroom/press-releases/2025-01-21-gartner-forecasts-worldwide-it-spending-to-grow-9-point-8-percent-in-2025>

According to Gartner Market Estimates, the global content services platform market is estimated at \$8.4 billion in 2024. (*1) The business process automation market is estimated at \$2.8 billion in 2024. (*2) The all-encompassing Process-Agnostic Software that enables Hyperautomation market is estimated at \$ 66 billion in 2024 (*3). It forecasts that Content services platform market will be \$10.6 billion by 2028. (*1) The business process automation market is estimated to reach \$3.4 billion by 2028. (*2). The all-encompassing Hyperautomation market is estimated to be \$119 billion by 2028 (*3).

Financial performance

Consolidated financials in ₹ lakhs

(All amounts in INR lakhs)	FY 2025	FY 2024
Revenue		
Revenue from operations	148,687.92	1,24,382.86
Other income	6,357.59	4,806.43
Total revenue	155,045.51	1,29,189.29
Expenses		
Employee benefits	74,104.38	62,831.43
Finance costs	477.20	418.18
Depreciation and amortization	3,304.13	2,796.77
Other expenses	36,963.01	32,720.42
Total expenses	114,848.72	98,766.80
Profit before tax	40,196.79	30,422.49
Profit after tax for the year	31,524.24	25,160.50
Other comprehensive income/(loss) for the year, net of income tax	354.49	-214.92
Total comprehensive income for the year	31,878.73	24,945.58

Revenue from operations

The Company's business has multiple revenue streams including:

Annuity-based revenue: Periodic fees or charges from the following sources:

- **SaaS:** It refers to on-premises subscription payments for licences related to cloud-deployed platforms.
- **ATS/AMC:** It is a yearly fee for technical assistance, licence maintenance (including upgrades) and installation.
- **Support:** It is the fee for services related to development and assistance.

Sale of software products: It denotes a one-time upfront license cost for the on-premises platform.

Sale of services: Services are sold with milestone-based fees for development and implementation as well as fees for scanning services.

On a consolidated basis, the Company's revenue from operations stood at ₹148,687.92 lakhs, increasing at 20% in FY25 as against ₹1,24,382.86 lakhs in FY24 reflecting strong financial performance, driven by robust growth across all markets especially APAC and USA.

The Company witnessed growth in business from existing banking customers, as well as healthy new logo additions - 62 in FY25. There has been a notable increase in the revenue per customer.

For the year, the annuity-based revenues were at ₹83,374.86 lakhs, comprising 56% of the Company's revenues.

Segment-wise performance

In terms of geographies, APAC was the strongest growing market for Newgen during the year, witnessing 58.9% YoY growth, followed by USA growing at 20.3% YoY driven by customer journey transformations especially in the Banking and Financial services and Insurance sector. EMEA was the largest revenue contributor this year for Newgen and witnessed a growth of 11.0% YoY while the Indian market grew at 14.1% YoY.

The Banking and Financial Services vertical continued to be the largest contributor of revenue, comprising 71% of the revenues during the year, followed by Government/ PSU (7%), and Insurance and Healthcare (14%).

Profit and Margins

The Company reported EBITDA (adjusted for other income) of ₹37,620.53 in FY25, as against ₹28,831.01 lakhs in FY24, witnessing a growth of 30.5% YoY. Profit after Tax stood at ₹31,524.24 in FY25, as against ₹25,160.50 lakhs in FY24, witnessing a growth of 25.3% YoY. The PAT Margin was at 21.2%.

Share Capital

During the financial year, the Authorised Share Capital of the Company stood at ₹18,010.00 lakhs. The issued, subscribed and paid-up equity share capital of the Company, as of March 31, 2025, is ₹14,162.52 lakhs divided into 14,16,25,187 Equity shares of ₹10 each (including shares held by Newgen ESOP Trust).

Other Equity

Other Equity as of March 31, 2025, was ₹1,37,621.91 lakhs. The total retained earnings were at ₹122,556.59 lakhs. During the year, the Company earned a net profit of ₹31,524.24 lakhs. Newgen has declared a dividend of ₹5 per share.

Property, Plant and Equipment, Capital Work in Progress and Intangible Assets

As of March 31, 2025, property, plant and equipment stood at ₹17,216.45 lakhs against ₹16,452.32 lakhs, as of

March 31, 2024. This is largely on account of the purchase of additional computers for normal business activities, setting up of office premises and purchase of office assets.

The right-of-use assets stood at ₹7,742.66 lakhs as against ₹7,063.44 lakhs as of March 31, 2024. The intangible assets of the Company are at ₹648.11 lakhs.

Investments

The aggregate fair value of investments in unquoted bonds and mutual funds is ₹50,839.62 lakhs.

Trade receivables

The trade receivables (net of allowances and credit impairments) as of March 31, 2025, are ₹55,667.98 lakhs, against ₹44,353.35 lakhs on March 31, 2024. During the year, Debtor Days (net) stood at 138 days as compared to 130 days in FY24.

Contract Assets

Contract Assets (unbilled revenue) represents amounts recognised based on services performed in advance of billing in accordance with contract terms. Contract Assets were ₹11,023.66 lakhs in FY'25 compared to ₹7080.70 lakhs in FY24.

Cash and cash equivalent and other bank balances and Cash Flow

Cash and Cash Equivalents stood at ₹10,377 lakhs and other bank balances stood at ₹31,173.10 lakhs as of March 31, 2025. The Company's net cash generated from operating activities was at ₹21,497.67 lakhs in FY25, compared to ₹28,141.07 lakhs in FY24.

Current liabilities

Current liabilities represent borrowings, trade payables, other financial liabilities, deferred income, short-term provisions and other current liabilities. As of March 31, 2025, the total current liabilities are ₹43,230.62 lakhs (₹37,958.90 lakhs as of March 31, 2024). Out of these, the deferred income comprises ₹22,006.42 lakhs.

Key financial ratios

Sr. No.	Particulars	FY 2025	FY 2024
1	EBITDA margin (%)	25.47%	23.18%
2	Net profit margin (%) on revenue	21.5%	20.23%
3	Return on Equity ratio (%)	23.01%	22.81%
4	Trade Receivable turnover ratio	2.92	3.10
5	Return on capital employed (%)	24.47%	23.18%

Opportunities and challenges



Opportunities

As companies continue to embark on digital transformation journeys, the demand for new and sophisticated software solutions is rising. Content management is at the core of digital transformation. With the Company's strong product portfolio and strategic investments in content management, process automation, customer communication enhanced by artificial intelligence and cloud capabilities, along with a skilled talent pool, Newgen is well-positioned to tap the market opportunity.

Continued adoption of cloud-based solutions, growing focus on regulatory compliance, and increasing demand for Generative AI, Artificial Intelligence and Machine Learning are expected to further expand opportunities for the Company.



Challenges

The Company addresses a range of challenges, including uncertain global economic conditions; shifts in fiscal, economic or political conditions globally, currency fluctuations, increasing competition; talent availability, changing technologies and evolving industry regulations, and increasing consolidation within the sector.

Risk Management

Risk	Description	Mitigation measures
Uncertain environment and business continuity Risk	Global economic uncertainties, recessions, currency exchange fluctuations and geopolitical tension may impact financial performance of a Company. Economic downturns could also lead to reduced customer spending on software solutions. In addition, natural calamities, man-made disasters, wars etc. may lead to disruption to the business, environment, and customer service. The Company faces a business continuity risk if it is unable to maintain uninterrupted operations across its clients, delivery locations, and supporting function.	As an organization, Newgen is committed to continuously monitoring and responding promptly and effectively to disruptive events in an increasingly complex and fast-changing global landscape. To deal with such market-specific risks, the Company endeavors to de-risk the geographical dependence and expand its clientele across geographies continuously both in traditional and mature markets. The Company has around 500 active clients across 77 countries. To deal with policy challenges, the Company has been giving an emphasis on growing its regional presence and hiring local talent, without compromising on economies of scales and cost. To deal with environmental changes, the Company has a Business Continuity plan in place to minimize the impact of interruptions to business.
Technology/obsolescence, Cyber Security and Data Privacy Risk	Newgen operates in an industry characterized by rapid technological advancements, evolving delivery models and standards in software development and communications infrastructure, increasingly sophisticated customer expectations, and frequent product innovations and enhancements. Disruptive technologies such as AI, Cloud, Big data, social and smart devices are changing the way business is done. Failure to adapt or innovate in line with emerging technologies could result in competitive disadvantage. The Company's	The Company's constant investment in Research and Development (R&D) and intellectual properties ensures that it stays ahead of evolving technology trends and changes and helps the Company mitigate this risk. By actively monitoring and adapting to technological advancements, the Company remains agile and capable of leveraging emerging technologies, to improve its solutions and offerings.

Risk	Description	Mitigation measures
	success depends upon its ability to anticipate, design, develop, test, market, license and support new software products, services, and enhancements of current products and services on a timely basis in response to both competitive threats and evolving industry requirements, ensuring cyber security.	The Company maintains focus on cyber security to guard against the risk of cyberattacks, data privacy breach and digital risks. Newgen prioritises continued reinforcement of stringent security policies and procedures (ISO certifications), continuous monitoring, regular audits and robust security measures to safeguard its systems and data against potential threats that significantly reduce the likelihood and impact of cyber incidents. There is also rigorous focus on trainings/ awareness programs.
Regulatory and Compliance Risk	With increasing digital interconnectivity, the threat of cyberattacks, data breaches, and ransomware incidents remains a significant concern. Such breaches can result in loss of confidential data, legal liabilities, reputational damage, and financial loss. Evolving data protection laws (such as GDPR, HIPAA, and local data residency regulations as applicable) require ongoing compliance efforts. Non-compliance can lead to substantial fines, operational disruption, and reputational harm.	Ongoing monitoring of global legal landscapes and regular audits help mitigate the risk.
Operational Risks	These include project delays, service outages, quality control failures, and supply chain disruptions, which can adversely affect client satisfaction, revenues, and operational efficiency.	The Company has setup internal controls and mechanisms for monitoring and controlling such risks.
Intellectual Property Risks	Our value proposition is significantly tied to our proprietary technologies. Any failure to adequately protect our IP, or inadvertent infringement of third-party IP, can lead to costly litigation and erosion of competitive advantage.	The Company follows a strong patent, copyright, and trademark registration strategy. Moreover, ongoing trainings and advisories on IP and open-source licensing risks are provided from time to time.
Currency risk	With around 70% of revenues originating from international markets, Newgen is consistently vulnerable to unexpected fluctuations in exchange rates, which have the potential to impact the Company's revenue and profits.	The Company has implemented a comprehensive hedging strategy to effectively manage currency risks. Further, export collections and payments are made through EEFC account to avoid currency fluctuations.
Talent Management/ Attrition Risk	The Company's business depends largely upon its highly skilled technology professionals and its ability to hire, attract, motivate, retain and train these personnel. Any inability to maintain a skilled and motivated team of professionals or supply chain disruptions can affect the business.	The Company nurtures the existing talent and attracts new talent through Newgen's various HR policies and initiatives. The Company also has a defined Employee Stock Option and Restricted Stock Units scheme.
Credit Risk	Customer credit risk refers to the potential of customers defaulting on their financial obligations.	The Company has credit guidance in place and the exposures to these credit risks are monitored on an ongoing basis. Credit risk is managed by the Company through credit approval, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit term in normal course of business. Credit limits are established for each customer and reviewed quarterly. The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade receivables.

Our strategies

Newgen's strategies are based on addressing the market opportunities in enterprise platforms for ECM, BPM and CCM products, and the low code and hyper-automation market, creating domain rich solution frameworks on the platform and using low code platform capabilities to create solution frameworks. These include:

Continuous Innovation

Newgen is committed to promoting innovation and continuous investment to enhance its offerings and rigorously works on expansion of the product portfolio through investments in advanced features and technologies. The Company prioritizes substantial investments in Research and Development (R&D) to expand the technology stack further and boost digital transformation for customers. As of March 31, 2025, Newgen has filed 55 patents and has been granted 25 patents across India and US. It has filed for 10 patents during the year. Moreover, in line with the Company's commitment to leading-edge technology adoption, Newgen has seamlessly integrated emerging technologies such as Robotic Process Automation (RPA), Cloud, AI, ML and Generative AI into its solutions. The Company has created AI agents for growth, application development and enhanced productivity. With a keen understanding of technology trends, the Company's development teams work closely with delivery functions to identify areas where Newgen can scale up the products and meet the needs of customers.

Expansion of business in traditional markets

The Company has a strong foothold in traditional markets of India, Middle East and Africa. The Company plans to get into deeper and long-term relationships with its customers in these markets through expanded offerings especially across Banking, Insurance and Government segments as well as tap newer market opportunities including Saudi Arabia.

Focus on attractive verticals in select mature markets

The Company plans to expand its market share across key geographies and solutions. Its platform is designed to be natively multi-lingual to address challenges in multi-national organizations. Newgen has been operating in 77 countries and believes that it has a significant opportunity to continue to grow its international footprint. It is investing in direct and indirect sales channels, professional services, customer support and channel partners to expand the geographical footprint. The Company is working on brand initiatives, specific go-to-market strategy and customer journey led offerings for mature markets including USA, Europe, Canada and Australia. Through its direct and indirect sales channels, it plans to further grow the brand presence and partner with networks in these new

markets. Newgen has a strong presence across regions in the banking, financial services and insurance verticals and intends to continue to expand the customer base in these verticals in select mature markets. The Company is specifically targeting larger sized banking customers in the mature markets.

Expansion of offerings in core verticals

The Company has used the platform to create vertical domain rich products in several verticals, including banking, government/PSU, BPO/IT, insurance and healthcare. While the platforms are industry-agnostic, investments have been made to enhance the expertise of sales and marketing for key industry verticals. Newgen believes that focusing on the digital transformation needs of organizations within these industry verticals can help drive adoption of the platform. The Company is deepening its focus on offerings within the insurance vertical.

Attract, develop and retain highly-skilled employees

The Company's employees are one of its most important assets. It focuses on the quality and level of service that the employees deliver by investing in recruitment, development, retention, maintenance of a culture of innovation and by creating both a challenging and rewarding work environment. Newgen's talent development strategy focuses on engaging, motivating and developing a high performing workforce and aims to create and sustain a positive workplace culture for employees. Employee safety is of utmost importance to the organization. The Company has swiftly transitioned to a remote working environment while maintaining high levels of employee engagement. The Company has Employee Stock Option Schemes and Restricted Stock Units in place for talent retention.

Expansion through inorganic route

The Company may also explore, with extreme care, the inorganic route for expansion of product capabilities or market presence from time to time.

Internal control systems and their adequacy

The Company's systems of internal financial control comply with the requirement of Companies Act 2013. The explanation of the term 'Internal Financial Control' for the Company, goes beyond the context of section 134(5) (e) and includes policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business and its financial reporting..

Newgen internal controls are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance regarding recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets

from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. In view of the above and for safeguarding the assets of the Company, preventing and detecting fraud or other irregularities and maintaining proper books of account and to ensure adequate internal financial control, the Company is already pursuing various Standard Operating Procedures (SOPs), Vigil Mechanism and Audit Mechanism (through Internal Audit for Financial year 2024-25, Secretarial Audit and Statutory Audit).

Newgen also undergoes periodic audit by specialised third party consultants and professionals for business specific compliances such as Quality Management, Information Security Management, among others. It has continued its efforts to align all its processes and controls with global best practices. The management assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2025. Walker Chandio & Co LLP, Chartered Accountants, the statutory auditors of Newgen have audited the financial statements included in this annual report and also reported on our internal control over financial reporting (as defined in section 143 of Companies Act 2013). The Audit Committee reviews reports submitted by the management and audit reports submitted by PricewaterhouseCoopers Services LLP, internal auditors and Walker Chandio & Co LLP, statutory auditors. The audit committee also meets Newgen's Statutory Auditors as well as Internal Auditors to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the Board of Directors informed of its major observations periodically. Based on its evaluation (as defined in section 177 of the Companies Act 2013), the audit committee has concluded that, as of March 31, 2025, the internal financial controls were adequate and operating effectively.

Human Resource

The Company remains committed to creating an inclusive working environment that is conducive for achieving personal as well as professional goals. It has established policies to ensure employee welfare and align its people with the Company's culture and values.

Significant efforts were made all year long to reinforce important organizational functions and create a motivating work culture and a cohesive team. Special emphasis is also laid on employee rewards and recognition as well as regular trainings. The Company has a strength of about 4600 people, on a consolidated basis, working towards achieving the long term objectives and goals of

the organization. Our Great Place to Work Certification is another milestone towards our employee engagement and encouraging work culture.

Outlook

Newgen is steadily working towards executing its transformation charters and growth vision. This includes focused development and localisation of product offerings especially. Banking and Insurance, strengthening teams across domains, expanding in traditional and mature markets, in order to strengthen its presence and capitalise on emerging opportunities. The Company is also working on identifying process specific horizontal play to leverage the strength of NewgenONE.

Newgen's focus is on sustained growth through innovative solutions, enhanced market penetration and strategic diversification. These efforts may help position Newgen for continued success and leadership in an ever-changing platform landscape.

Cautionary statement

Management's discussion and analysis of the financial condition and results of operations include forward-looking statements based on certain assumptions and expectations of future events. The Company cannot assure that these assumptions and expectations are accurate. Although the Management has considered future risks as part of the discussions, future uncertainties are not limited to Management perceptions.

Sources of Market Information

- 1. Content Services Platform** – Forecast: Enterprise Application Software, Worldwide, 2023-2029, 1Q25 Update | Published: March 2025 | Authors: Arunasree Cheparthi, Colin Fletcher, Robin Schumacher, Lisa Uden-Farboud, Sharat Menon, Nicholas Carter, Saikat Ray, Kelli Smith, Irina Guseva, Christian Canales, Brandon Medford, Amarendra, Shailendra Upadhyay and Varsha Mehta
- 2. Business Process** – Forecast Analysis: Enterprise Infrastructure Software, Worldwide | Published: March 2025 | Authors: Arunasree Cheparthi, Colin Fletcher, Robin Schumacher, Lisa Uden-Farboud, Sharat Menon, Nicholas Carter, Saikat Ray, Kelli Smith, Irina Guseva, Christian Canales, Brandon Medford, Amarendra, Shailendra Upadhyay and Varsha Mehta
- 3. Hyperautomation** – Forecast Analysis: Hyperautomation Enablement Software, Worldwide | Published: October 2024 | Authors: Cathy Tornbohm, Varsha Mehta,

Independent Auditor’s Report

To
The Members of
Newgen Software Technologies Limited

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of **Newgen Software Technologies Limited** ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit (including other comprehensive

income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p>A. Revenue recognition for software implementation services</p> <p>Refer Note 3(ii)(ii) for material accounting policy information and 27 of notes forming part of the Standalone Financial Statements.</p> <p>The Company earns revenue from software implementation services wherein it has entered into various fixed-price contracts, for which revenue is recognised by the Company using the percentage of completion computed as per the Input method prescribed under Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115'). Revenue recognition in such contracts involves exercise of significant judgement by the management and the following factors requiring significant auditor attention:</p> <ul style="list-style-type: none">• High estimation uncertainty relating to determination of the progress of each contract, efforts incurred till date and additional efforts required to complete satisfaction of the performance obligation	<p>Our audit work included but was not restricted to the following procedures:</p> <ol style="list-style-type: none">a) Obtained an understanding of the systems, processes and controls implemented by management for recording revenue, and the associated contract assets, unearned revenue balances.b) Evaluated the appropriateness of accounting policy adopted by the management in accordance with the requirements of Ind AS 115.c) Tested the design and operating effectiveness of related manual controls and involved auditor's experts to assess key information technology (IT) controls over the IT environment in which the business systems operate, including access controls, segregation of duties, program change controls, program development controls and IT operation controls;

Key audit matter	How our audit addressed the key audit matter
<ul style="list-style-type: none"> Determination of contract assets and unearned revenue related to these contracts as at the end of reporting period <p>Considering the materiality of the amounts involved and significant degree of judgement and subjectivity involved in the estimates as mentioned above, we have identified revenue recognition from fixed price contracts as a key audit matter.</p>	<p>d) Selected a sample of contracts and performed the following procedures:</p> <ul style="list-style-type: none"> Inspected key terms, including price, deliverables, timetable and milestones set out in the contract for selected sample of contracts and identified the distinct performance obligations. Tested project management tool for budgeted efforts and related percentage completion milestones and establishing accuracy of milestones based on actualisation of efforts for delivered projects. Tested the details of activities completed as provided by the project head and confirmation/ acceptance of completion of such activities by the customer. Performed a retrospective review of efforts incurred with estimated efforts to identify significant variations, if any and verified whether those variations have been considered in estimating the remaining efforts to complete the contract. Tested the mathematical accuracy of the workings performed by the management to determine amount recognised as revenue during the current year and resultant contract assets/ unearned revenue outstanding as at year end. <p>e) Evaluated the appropriateness of disclosures made in the financial statements with respect to revenue recognised during the year as required by applicable Indian Accounting Standards.</p>

Information other than the Standalone Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the

accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

8. In preparing the standalone financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the **Annexure I** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2025 and the operating effectiveness of such controls, refer to our separate report in **Annexure II** wherein we have expressed an unmodified opinion; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company, as detailed in note 36 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2025;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025;
 - iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 48(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 48(vi) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

- v. The final dividend paid by the Company during the year ended 31 March 2025 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend and as stated in note 38 to the accompanying standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year ended 31 March 2025 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2024, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the

software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Ankit Mehra

Partner

Membership No.: 507429

UDIN: 25507429BMIXFA1397

Place: Gurugram

Date: 2 May 2025

Annexure I

referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of Newgen Software Technologies Limited on the standalone financial statements for the year ended 31 March 2025

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment and relevant details of right-of-use assets under which the assets are physically verified in a phased manner over a period of two years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain property, plant and equipment and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 48(ix) to the standalone financial statements, are held in the name of the Company.
- (d) The Company has adopted cost model for its Property, Plant and Equipment including right-of-use assets and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The Company does not hold any tangible inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) As disclosed in Note 48(viii) to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹500 lacs by banks based on the security of current assets. The quarterly returns, in respect of the working capital limits have been filed by the Company with such banks and such returns are in agreement with the books of account of the Company for the respective periods, which were not subject to audit/review.
- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv.) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of loans and investments made and guarantees and security provided by it, as applicable. Further, the Company has not entered into any transaction covered under section 185 of the Act.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in lacs)	Amount paid under Protest (₹)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Income Tax and Interest	117.59	-	AY2020-21	CIT(A)	
Income Tax Act, 1961	Income Tax and Interest	67.55	-	AY2021-22	CIT(A)	

- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us, the Company has received whistle blower complaint during the year, which have been considered by us while determining the nature, timing and extent of audit procedures.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (b) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the end of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Ankit Mehra
Partner

Place: Gurugram
Date: 2 May 2025

Membership No.: 507429
UDIN: 25507429BMIXFA1397

Annexure II

to the Independent Auditor's Report of even date to the members of Newgen Software Technologies Limited on the standalone financial statements for the year ended 31 March 2025

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of Newgen Software Technologies Limited ('the Company') as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance

about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

6. A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and

such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Ankit Mehra

Partner

Place: Gurugram

Date: 2 May 2025

Membership No.: 507429

UDIN: 25507429BMIXFA1397

Standalone Balance Sheet

as at 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Note	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	4	17,136.91	16,371.65
Capital work-in-progress	4	-	279.53
Right-of-use assets	19	7,264.90	6,392.60
Goodwill	4A	283.31	283.31
Intangible assets	5	648.11	1,022.03
Financial assets			
Investment in subsidiaries	6	3,040.56	2,858.20
Other Financial assets	7	9,092.31	8,371.40
Deferred tax assets (net)	33	1,829.77	2,658.84
Income tax assets (net)	8	1,922.51	1,501.44
Other non-current assets	9	47.61	17.86
Total non-current assets		41,265.99	39,756.86
Current assets			
Financial assets			
Investments	10	50,839.62	36,498.89
Trade receivables	11	36,077.43	31,535.97
Cash and cash equivalents	12	4,504.64	4,990.98
Bank balances other than cash and cash equivalents	13	20,139.43	20,022.60
Loans	14	53.11	11.73
Other financial assets	15	1,857.44	2,218.59
Contract Assets	16A	26,049.20	13,847.80
Other current assets	16B	3,334.31	2,429.04
Total current assets		1,42,855.18	1,11,555.60
TOTAL ASSETS		1,84,121.17	1,51,312.46
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	17	14,021.30	13,977.93
Other equity	18	1,27,289.35	1,00,779.78
Total equity attributable to owners of the company		1,41,310.65	1,14,757.71
Non-current liabilities			
Financial liabilities			
Lease liabilities	19	3,738.51	2,996.53
Provisions	21	5,148.51	4,750.66
Total non-current liabilities		8,887.02	7,747.19
Current liabilities			
Financial liabilities			
Borrowings	20	-	219.92
Lease liabilities	19	1,110.74	952.25
Trade payables			
- Total outstanding dues to micro enterprises and small enterprises	22	277.92	632.13
- Total outstanding dues to creditors other than micro and small enterprises	22	8,090.96	5,563.14
Other financial liabilities	23	5,177.53	4,720.30
Deferred income	24	11,886.26	11,807.67
Other current liabilities	25	3,733.50	2,694.55
Provisions	26	962.71	908.16
Income tax liabilities (net)	8A	2,683.88	1,309.44
Total current liabilities		33,923.50	28,807.56
Total liabilities		42,810.52	36,554.75
TOTAL EQUITY AND LIABILITIES		1,84,121.17	1,51,312.46
Summary of material accounting policies information	3		

The accompanying notes are an integral part of the Standalone Financial Statements
As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Ankit Mehra
Partner

Membership No.: 507429
Place: Gurugram
Date: 02-May-2025

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Diwakar Nigam
Chairman &
Managing Director
DIN: 00263222
Place: Delhi
Date: 02-May-2025

T.S.Varadarajan
Whole Time Director
DIN: 00263115
Place: Delhi
Date: 02-May-2025

Virender Jeet
Chief Executive Officer
PAN: AAOPJ2433N
Place: Delhi
Date: 02-May-2025

Arun Kumar Gupta
Chief Financial Officer
Membership No: 056859
Place: Delhi
Date: 02-May-2025

Aman Mourya
Company Secretary
Membership No: F9975
Place: Delhi
Date: 02-May-2025

Standalone Statement of Profit and Loss

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Note	For the year ended 31 March 2025	For the year ended 31 March 2024
Income			
Revenue from operations	27	1,35,435.39	1,13,611.93
Other income	28	5,967.66	4,550.01
Total income		1,41,403.05	1,18,161.94
Expenses			
Employee benefits expense	29	61,654.47	53,931.47
Finance costs	30	452.80	410.65
Depreciation and amortisation expenses	31	3,067.26	2,585.09
Other expenses	32	38,925.71	32,799.68
Total expenses		1,04,100.24	89,726.89
Profit before tax		37,302.81	28,435.05
Tax expense	33		
Current tax		9,062.27	5,270.70
Deferred tax credit		(1,086.75)	(569.20)
Income tax expense		7,975.52	4,701.50
Profit for the year		29,327.29	23,733.55
Other comprehensive loss			
Items that will not be reclassified subsequently to profit or loss			
Re-measurement losses on defined benefit plans		(109.52)	(467.22)
Income tax relating to items that will not be reclassified to profit or loss		38.27	163.26
Net other comprehensive loss not to be reclassified subsequently to profit or loss		(71.25)	(303.96)
Items that will be reclassified subsequently to profit or loss			
Financial assets or investments carried at fair value through other comprehensive income		(151.35)	(67.18)
Income tax relating to items that will be reclassified to profit or loss		35.26	15.65
Net other comprehensive loss to be reclassified subsequently to profit or loss		(116.09)	(51.53)
Other comprehensive loss for the year, net of income tax		(187.34)	(355.49)
Total comprehensive income for the year		29,139.95	23,378.06
Earnings per equity share	34		
Nominal value of share INR 10 (31 March 2024: INR 10)			
Basic earning per share (INR)		20.96	17.00
Diluted earning per share (INR)		20.37	16.51
Summary of material accounting policies information	3		

The accompanying notes are an integral part of the Standalone Financial Statements
As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Ankit Mehra
Partner

Membership No.: 507429
Place: Gurugram
Date: 02-May-2025

Diwakar Nigam
Chairman &
Managing Director
DIN: 00263222
Place: Delhi
Date: 02-May-2025

Arun Kumar Gupta
Chief Financial Officer
Membership No: 056859
Place: Delhi
Date: 02-May-2025

T.S.Varadarajan
Whole Time Director
DIN: 00263115
Place: Delhi
Date: 02-May-2025

Aman Mourya
Company Secretary
Membership No: F9975
Place: Delhi
Date: 02-May-2025

Virender Jeet
Chief Executive Officer
PAN: AAOPJ2433N
Place: Delhi
Date: 02-May-2025

Standalone Statement of Changes in Equity

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

a. Share capital

Particulars	Equity share capital		Total share capital	
	Number	Amount	Amount	Amount
Balance as at 1 April 2023	6,99,55,701	6,995.57	6,995.57	6,995.57
Add: Issued during the year to Newgen ESOP Trust before bonus issue	1,13,700	11.37	11.37	11.37
Balance shares before bonus issue	7,00,69,401	7,006.94	7,006.94	7,006.94
Add: Bonus Share issued during the year	7,00,69,401	7,006.94	7,006.94	7,006.94
Add: Issued during the year to Newgen ESOP Trust after bonus issue	1,53,000	15.30	15.30	15.30
Total Share Capital as on 31 March 2024	14,02,91,802	14,029.18	14,029.18	14,029.18
Less: Shares held by Newgen ESOP Trust	5,12,483	51.25	51.25	51.25
Balance as at 31 March 2024	13,97,79,319	13,977.93	13,977.93	13,977.93
Balance as at 1 April 2024	14,02,91,802	14,029.18	14,029.18	14,029.18
Add: Issued during the year to Newgen ESOP Trust	3,93,385	39.34	39.34	39.34
Add: Issued during the year to Newgen RSU Trust	9,40,000	94.00	94.00	94.00
Total Share Capital as on 31 March 2025	14,16,25,187	14,162.52	14,162.52	14,162.52
Less: Shares held by Newgen ESOP Trust	5,77,215	57.72	57.72	57.72
Less: Shares held by Newgen RSU Trust	8,35,025	83.50	83.50	83.50
Balance as at 31 March 2025	14,02,12,947	14,021.30	14,021.30	14,021.30

b. Other equity*

Particulars	Securities premium	Retained earnings	Others				Items of Other comprehensive income		Total attributable to owners of the Company
			Capital redemption reserve	General reserve	Capital Reserve	Newgen ESOP Trust reserve	Share options outstanding reserve	Remeasurement of defined benefit liability through OCI	
Balance as at 1 April 2023	10,605.31	70,401.96	87.95	1,731.39	416.39	540.35	2,142.08	(244.01)	85,469.16
Total comprehensive income for the year ended 31 March 2024									
Profit for the year	-	23,733.55	-	-	-	-	-	-	23,733.55
Other comprehensive loss (net of tax)	-	-	-	-	-	-	-	(303.96)	(355.49)
Securities premium on issue of bonus shares	(7,006.94)	-	-	-	-	-	-	-	(7,006.94)

Standalone Statement of Changes in Equity

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	Securities premium	Retained earnings	Others					Items of Other comprehensive income		Total attributable to owners of the Company
			Capital redemption reserve	General reserve	Capital Reserve	Newgen ESOP Trust reserve	Share options outstanding reserve	Remeasurement of defined benefit liability	Debt instruments through OCI	
Transactions with owners, recorded directly in equity										
Addition to Newgen ESOP Trust reserve	-	-	-	-	-	12.94	-	-	-	12.94
Shares allotted to Newgen ESOP Trust	484.41	-	-	-	-	-	-	-	-	484.41
Contributions by and distributions to owners										
Dividend on equity shares	-	(3,497.79)	-	-	-	-	-	-	-	(3,497.79)
Employee stock compensation expense	-	-	-	-	-	-	2,437.92	-	-	2,437.92
Transferred to securities premium account on exercise of stock options	132.79	-	-	-	-	-	(132.79)	-	-	-
Balance as at 31 March 2024	4,215.57	90,637.72	87.95	1,731.39	416.39	553.29	4,447.21	(547.97)	(263.79)	1,01,277.76
Less: Securities premium on shares held by Newgen ESOP Trust	497.98	-	-	-	-	-	-	-	-	497.98
Balance as at 31 March 2024	3,717.59	90,637.72	87.95	1,731.39	416.39	553.29	4,447.21	(547.97)	(263.79)	1,00,779.78
Balance as at 1 April 2024	4,215.57	90,637.72	87.95	1,731.39	416.39	553.29	4,447.21	(547.97)	(263.79)	1,01,277.76
Total comprehensive income for the year ended 31 March 2025										
Profit for the year	-	29,327.29	-	-	-	-	-	-	-	29,327.29
Other comprehensive loss (net of tax)	-	-	-	-	-	-	-	(71.25)	(116.09)	(187.34)

Standalone Statement of Changes in Equity

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	Securities premium	Retained earnings	Others				Items of Other comprehensive income			Total attributable to owners of the Company
			Capital redemption reserve	General reserve	Capital Reserve	Newgen ESOP Trust reserve	Share options outstanding reserve	Remeasurement of defined benefit liability	Debt instruments through OCI	
Transactions with owners, recorded directly in equity										
Addition to Newgen ESOP Trust reserve	-	-	-	-	-	(7.57)	-	-	-	(7.57)
Shares allotted to Newgen ESOP Trust	939.40	-	-	-	-	-	-	-	-	939.40
Contributions by and distributions to owners										
Dividend on equity shares	-	(5,611.67)	-	-	-	-	-	-	-	(5,611.67)
Employee stock compensation expense	-	-	-	-	-	-	2,539.42	-	-	2,539.42
Transferred to securities premium account on exercise of stock options	517.46	-	-	-	-	-	(517.46)	-	-	-
Balance as at 31 March 2025	5,672.43	1,14,353.34	87.95	1,731.39	416.39	545.72	6,469.17	(619.22)	(379.88)	1,28,277.29
Less: Securities premium on shares held by Newgen ESOP / RSU Trust	987.94	-	-	-	-	-	-	-	-	987.94
Balance as at 31 March 2025	4,684.49	1,14,353.34	87.95	1,731.39	416.39	545.72	6,469.17	(619.22)	(379.88)	1,27,289.35

* Refer note 18

Summary of material accounting policies information

Note 3

The accompanying notes are an integral part of the Standalone Financial Statements
As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

Ankit Mehra

Partner

Membership No.: 507429

Place: Gurugram

Date: 02-May-2025

For and on behalf of the Board of Directors of

Newgen Software Technologies Limited

Diwakar Nigam

Chairman &

Managing Director

DIN: 00263222

Place: Delhi

Date: 02-May-2025

T.S.Varadarajan

Whole Time Director

DIN: 00263115

Place: Delhi

Date: 02-May-2025

Virender Jeet

Chief Executive Officer

PAN: AAOPJ2433N

Place: Delhi

Date: 02-May-2025

Arun Kumar Gupta

Chief Financial Officer

Membership No: 056859

Place: Delhi

Date: 02-May-2025

Aman Mourya

Company Secretary

Membership No: F9975

Place: Delhi

Date: 02-May-2025

Standalone Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
A. Cash flows from operating activities		
Net profit before tax	37,302.81	28,435.05
Adjustments for:		
Depreciation and amortisation expense	3,067.26	2,585.09
Gain on sale of property, plant and equipment	(13.44)	(13.35)
Loss allowance on trade receivables and contract assets	3,047.93	2,345.16
Liabilities/ provision no longer required written back	(476.46)	(120.68)
Unrealised foreign exchange loss /(Gain)	195.33	(372.28)
Share based payment - equity settled	2,357.07	2,137.51
Finance costs	442.25	328.57
Fair value changes of financial assets at FVTPL	(1,983.29)	(1,359.54)
Profit on sale of mutual funds (net) at FVTPL	(913.75)	(254.94)
Interest income	(2,388.74)	(2,352.06)
Gain on lease termination	(127.05)	-
Operating cash flow before working capital changes	40,509.92	31,358.53
Increase in trade receivables	(7,455.33)	(2,571.47)
Increase in loans	(41.38)	(4.73)
Increase in other financial assets	(712.46)	(507.98)
Increase in contract assets	(12,349.87)	(1,724.03)
Increase in other assets	(935.02)	(1,178.27)
Increase in provisions	342.88	801.72
Increase in other financial liabilities	573.92	997.80
Increase in other liabilities and deferred income	1,117.54	3,514.13
Increase in trade payables	2,650.03	795.66
Cash generated from operations	23,700.23	31,481.36
Income taxes paid (net)	(6,119.55)	(5,094.41)
Net cash generated from operating activities (A)	17,580.68	26,386.95
B. Cash flows from investing activities		
Acquisition or construction of property plant and equipment including intangible assets, capital work-in-progress, capital advances and payable for capital assets	(2,308.19)	(1,361.99)
Proceeds from sale of property plant and equipment	26.17	17.60
Purchase of mutual funds and bonds	(41,176.58)	(36,199.38)
Proceeds from redemption of mutual funds and bonds	29,581.56	14,386.59
Interest received from bonds	425.60	426.36
Interest received from bank deposits	2,453.60	1,127.55
Investment in subsidiary company	-	(222.48)
Investment in bank deposits (net of maturities)	(482.72)	240.48
Net cash used in investing activities (B)	(11,480.56)	(21,585.27)

Standalone Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
C. Cash flows from financing activities		
Repayment of short-term borrowings	(219.92)	(203.63)
Interest paid on borrowings	(14.32)	(30.61)
Repayment of lease liabilities	(800.95)	(717.32)
Interest paid on finance lease	(427.93)	(297.95)
Proceeds from issue of equity shares under ESOP scheme	485.23	212.62
Dividend paid	(5,608.57)	(3,495.63)
Net cash used in financing activities (C)	(6,586.46)	(4,532.52)
Net (decrease)/ increase in cash and cash equivalents (A + B + C)	(486.34)	269.16
Cash and cash equivalents at the beginning of the year	4,990.98	4,721.82
Cash and cash equivalents at the end of the year	4,504.64	4,990.98
Components of cash and cash equivalents: (refer note 12)		
Cash in hand	5.47	6.45
Balances with banks:		
- in current accounts	4,497.78	3,583.14
- balances with scheduled banks in deposit accounts with original maturity of less than 3 months	1.39	1,401.39
	4,504.64	4,990.98

Notes:

- The cash flow statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows"
- Refer note 19 and note 20 for reconciliation of liabilities arising from financing activities.

The accompanying notes are an integral part of the Standalone Financial Statements

As per our report of even date attached

The accompanying notes are an integral part of the Standalone Financial Statements

As per our report of even date attached

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

Ankit Mehra

Partner

Membership No.: 507429

Place: Gurugram

Date: 02-May-2025

For and on behalf of the Board of Directors of

Newgen Software Technologies Limited

Diwakar Nigam

Chairman &

Managing Director

DIN: 00263222

Place: Delhi

Date: 02-May-2025

T.S.Varadarajan

Whole Time Director

DIN: 00263115

Place: Delhi

Date: 02-May-2025

Virender Jeet

Chief Executive Officer

PAN: AAOPJ2433N

Place: Delhi

Date: 02-May-2025

Arun Kumar Gupta

Chief Financial Officer

Membership No: 056859

Place: Delhi

Date: 02-May-2025

Aman Mourya

Company Secretary

Membership No: F9975

Place: Delhi

Date: 02-May-2025

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

1. Background

Newgen Software Technologies Limited ('Newgen' or 'the Company') is a public company domiciled and incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is situated at E-44/13, Okhla Phase II, New Delhi - 110020. The Company raised money by way of initial public offer during the year ended 31 March 2018 and its shares were listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) of India.

The Company is a global software Company and is engaged in the business of software product development including designing and delivering end-to-end software solutions covering the entire spectrum of software services from workflow automation to Document management to imaging. Newgen provides a complete range of software that helps automate business processes. Newgen's solutions enable document intensive organizations/ industries such as Finance and Banking, Insurance and government departments to improve productivity through better document management and workflow implementation.

2. Basis of Preparation

A. Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 amended, and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI). The financial statements for the year ended 31 March 2018 were the first financial statements that the Company had prepared in accordance with Ind AS.

The financial statements were authorized for issue by the Company's Board of Directors on 2 May 2025.

Details of the Company's accounting policies are included in Note 3.

B. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

C. Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Defined Benefit Liability	Present value of defined benefit obligations

D. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination the Company elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

However, deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 'Income Taxes' and Ind AS 19 'Employee Benefits' respectively. When a liability assumed is recognised at the acquisition date, but the related costs are not deducted in determining taxable profits until a later period, a deductible temporary difference arises which results in a deferred tax asset. A deferred tax asset also arises when the fair value of an identifiable asset acquired is less than its tax base.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind-AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind-AS 109, it is measured in accordance with the appropriate Ind-AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised in statement of profit or loss. An impairment

loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash generating unit and part of the operation within that unit is disposed off, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

E. Use of estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures. Uncertainty about the assumptions and estimates could result in outcomes that may require material adjustment to the carrying value of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Judgements

Information about judgements made in applying accounting policies that have the most material effects on the amounts recognised in the financial statements is included in the following notes:

- Note 3(i) and Note 27 – revenue recognition from fixed price contracts of software implementation services: percentage of completion method to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended.

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

- Note 3(l) and Note 19 – determination of lease term.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2025 is included in the following notes:

- Note 3(c)(iii) – Estimation of Useful lives of intangible assets and Property, plant and equipment
- Note 29 – Measurement of defined benefit obligations: key actuarial assumptions;
- Note 33 – Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
- Note 35 – Fair value of share based payments
- Note 43 – Impairment of trade receivables and financial assets.
- Note 19 – Recognition of right of use asset and lease liability

F. Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle.
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at

least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/liabilities include current portion of non-current financial assets/liabilities respectively. All other assets/ liabilities are classified as non-current. Deferred tax assets and liabilities (if any) are classified as non-current assets and liabilities.

Operating cycle

Based on the nature of the operations and the time between the acquisition of assets for processing and their realization in cash or cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

G. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values. The finance team has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer. The Company regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's audit committee.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (Unobservable inputs).

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 35 – Share-based payment arrangements; and

Note 43 – Financial instruments.

H. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the company.

I. Application of new standards and amendments

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. The Company applied following amendments for the first-time during the current year which are effective from 1 April 2024.

Ind AS 116 - Lease liability in a sale and leaseback:

The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on Right of Use asset it retains. The amendment did not have any material impact on the financial statements of the company.

Introduction of Ind AS 117: MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Company's Financial Statements

3. Material Accounting Policies Information

a. Foreign currency

i. Functional currency

The Company's financial statements are presented in INR, which is also the Company's functional currency.

ii. Foreign currency transactions

Transactions in foreign currencies are translated into INR, the functional currency of the Company, at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

b. Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. However, trade receivables that do not contain a significant financing component are measured at transaction price.

ii. Classification and subsequent measurement

Financial assets:

On initial recognition, a financial asset is classified as measured at

- Amortised cost;

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

- Fair value through Other Comprehensive Income (FVOCI) – debt
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business

is managed and information is provided to management, for instance the stated policies and objectives for the portfolio, frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and

Basis the above classification criteria, Company's investments are classified as below:-

- Investments in government and other bonds have been classified as FVOCI.
- Investments in Mutual funds have been classified as FVTPL.

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in Statement of profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to Statement of profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivatives and Embedded derivatives

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

c. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of profit or loss.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably

certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Category of property, plant and equipment	Estimated useful life (Years)
Building	60
Plant and equipment	15
Leasehold Improvements*	3
Office equipment**	10
Furniture and Fixtures	10
Vehicles	8
Computer hardware	
- servers and networks	6
- Computers*	3-5

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Depreciation on addition (disposal) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed off).

*Leasehold improvements are depreciated over the period of the lease term of the respective property.

Leasehold land is amortised over the lease period of 90 years.

**Based on an internal technical assessment, the management believes that the useful lives as given above best represents the period over which management expects to use its assets. Hence, the useful life is different from the useful life as prescribed under Part C of Schedule II of Companies Act, 2013.

d. Intangible assets

Recognition and measurement

Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and accumulated impairment loss, if any.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Amortization

Intangible assets of the Company represents computer software and AI Platform, are amortized using the straight-line method over the estimated useful life or the tenure of the respective software license, whichever is lower. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

The estimated useful lives of Intangible Assets for the current and comparative periods are as follows:

Intangible Assets	Estimated Useful Life (Years)
AI Platform	5
Other Intangibles	4-5

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of profit or loss when the asset is derecognized.

e. Impairment

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind AS 116
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

reduce impairment allowance from the gross carrying amount.

- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability. Debt instruments measured at FVTOCI: For debt instruments measured at FVOCI, the expected credit losses do not reduce the carrying amount in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the asset was measured at amortised cost is recognised in other comprehensive income as the "accumulated impairment amount".

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Impairment of Non-financial assets

The carrying amounts of assets are reviewed at each reporting date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset (or cash generating unit) exceeds its recoverable amount. The recoverable amount is the greater of the asset's (or cash generating unit's) net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset (or cash generating unit).

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognized.

f. Employee benefits

i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount

as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Share-based payment transactions

The grant date fair value of equity settled share-based payment awards granted to employees of the Company and subsidiaries of the Company is recognised as an employee expense and deemed investment, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense/deemed investment is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense/dement investment is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

iii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

iv. Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's gratuity scheme is a defined benefit plan. The present value of obligations under such defined benefit plans are determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, are based on the market yields on government securities as at the balance sheet date, having maturity period approximating to the terms of related obligations

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income and are never reclassified to profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the profit or loss as past service cost.

v. Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted.

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Re measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the profit or loss

g. Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for. Provisions are reviewed by the management at each reporting date and adjusted to reflect the current best estimates.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

h. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation, or a present obligation whose amount cannot be estimated reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

i. Revenue

Revenues from customer's contracts are considered for recognition and measurement when the contract has been approved by the parties, in writing, to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognized upon transfer of control of promised products or services ("performance obligations")

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to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these products or services ("transaction price"). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved. Based on the assessment of contractual arrangements, there are no discounts, rebates, incentives, or other forms of variable consideration applicable to the revenue recognized during the reporting period.

i. Sale of License

Revenue from sale of licenses for software products is recognised when the significant risks and rewards of ownership have been transferred to the buyer which generally coincides with delivery of licenses to the customers, recovery of the consideration is probable, the associated costs and possible return of software sold can be estimated reliably, there is no continuing effective control over, or managerial involvement with the licenses transferred and the amount of revenue can be measured reliably.

ii. Rendering of services

Revenue from services rendered is recognized in proportion to the stage of completion of the transaction at the reporting date. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

Software Implementation Services

The revenue from fixed price contracts for software implementation is recognized based on proportionate completion method based on hours expended, and foreseeable losses on the completion of contract, if any are recognized immediately. Efforts or costs expended have been used to determine progress towards completion as there is a direct relationship between input and productivity. Progress towards completion is measured as the ratio of costs or efforts incurred to date (representing work performed) to the estimated total costs or efforts. Estimates of transaction price and total costs or efforts are continuously monitored over the lives of

the contracts and are recognized in profit or loss in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

The Company is also involved in time and material contracts and recognizes revenue as the services are performed.

Annual Technical services

Revenue from annual technical service and maintenance contracts is recognised ratably over the term of the underlying maintenance arrangement.

iii. Sale of right to use software

Software-as-a-service, that is, a right to access software functionality in a cloud-based-infrastructure provided by the Company. Revenue from arrangements where the customer obtains a "right to access" is recognized over the access period.

Revenue from client training, support and other services arising due to the sale of license is recognized as the performance obligations are satisfied.

Reimbursements of out-of-pocket expenses received from customers have been netted off with expense.

Amounts received or billed in advance of services to be performed are recorded as advance from customers/unearned revenue. Unbilled revenue represents amounts recognized based on services performed in advance of billing in accordance with contract terms.

iv. Multiple deliverable arrangements

When two or more revenue generating activities or deliverables are provided under a single arrangement, the Company has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally

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meet the criteria for considering license for software products and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price.

Arrangements to deliver software products generally have three elements license, implementation and Annual Technical Services (ATS). The company has applied the principles under Ind AS 115 to account for revenues from these performance obligations. When implementation services are provided in conjunction with the licensing arrangement and the license and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach.

Deferred contract costs are incremental costs of obtaining a contract which are recognized as assets and amortized over the term of the contract.

Revenue from subsidiaries is recognised based on transaction price which is at arm's length.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. A contract asset arises when the company has performed under a contract but has not yet met the conditions required to bill the customer. The right to receive cash is conditional upon further performance obligations.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

Trade Receivables

Trade receivables are amounts due from customers for sale of license or rendering of services in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as non-current. Trade receivables are disclosed in Note 11.

Impairment

An impairment is recognised to the extent that the carrying amount of receivable or asset relating to contracts with customers (a) the remaining amount of consideration that the Company expects to receive in exchange for sale of license or rendering of services to which such asset relates; less (b) the costs that relate directly to providing those sale of license or rendering of services and that have not been recognised as expenses.

j. Recognition of dividend income, interest income or expense

Dividend income is recognised in Statement of profit or loss on the date on which the Company's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the

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asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

k. Sale of investments

Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sales price and the carrying value of the investment

l. Leases

The Company as a lessee

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (1) the contract involves the use of an identified asset (2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease

liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

m. Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable

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or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset tax

liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

n. Cash and cash equivalents

Cash and short-term deposits in the Balance Sheet comprise cash at banks and cash in hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

o. Earnings per share ("EPS")

Basic earnings per share is calculated by dividing the profit attributable to the owners of the Company by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed using the net profit or loss for the year attributable to equity shareholders and the weighted average number of common and dilutive common equivalent shares outstanding during the year but including share options, compulsory convertible preference shares except where the result would be anti-dilutive.

p. Share Capital

Equity Shares

Equity shares are classified as equity. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity.

Dividends

The final dividend on shares is recorded as a liability on the date of approval by the shareholders, and

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interim dividend are recorded as a liability on the date of declaration by the Company's Board of Directors.

q. Basis of segmentation

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

Identification of segments:

All operating segments' results are reviewed regularly by the Board of Directors, who have been identified as the CODM, to allocate resources to the segments and assess their performance. Refer note 45 for segment information.

r. ESOP Trust

The ESOP trust has been treated as an extension of the Company and accordingly shares held by ESOP Trust are netted off from the total share capital. Consequently, all the assets, liabilities, income and

expenses of the trust are accounted for as assets and liabilities of the Company, except for profit / loss on issue of shares to the employees and dividend received by trust which are directly adjusted in the Newgen ESOP Trust reserve.

s. Statement of Cash flows

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash from operating, investing and financing activities of the company are segregated.

t. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

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4. Property, plant and equipment

	Freehold land	Buildings	Plant and equipment	Leasehold improvements	Vehicles	Office equipment	Furniture and fixtures	Computer and servers	Total	Capital work-in-progress
Cost										
Balance as at 1 April 2023	4.28	12,895.15	693.32	649.10	534.89	1,368.91	616.81	2,933.31	19,695.77	-
Additions during the year	-	-	35.25	-	413.11	76.17	23.99	748.19	1,296.71	279.53
Less: Disposals during the year	-	-	86.12	-	8.36	73.12	26.16	302.28	496.04	-
Balance as at 31 March 2024	4.28	12,895.15	642.45	649.10	939.64	1,371.96	614.64	3,379.22	20,496.44	279.53
Additions during the year	-	-	192.05	-	-	179.61	50.50	575.04	997.20	1,075.68
Capitalised during the year	-	-	9.17	1,179.91	-	63.14	102.99	-	1,355.21	(1,355.21)
Less: Disposals during the year	-	-	24.01	-	46.65	21.17	13.63	339.69	445.15	-
Balance as at 31 March 2025	4.28	12,895.15	819.66	1,829.01	892.99	1,593.54	754.50	3,614.57	22,403.70	-
Accumulated Depreciation										
Balance as at 1 April 2023	-	653.13	251.40	58.81	160.20	575.09	273.72	1,339.64	3,311.99	-
Depreciation during the year	-	217.64	63.84	214.81	66.03	131.41	61.55	549.31	1,304.59	-
Less: Disposals during the year	-	-	85.37	-	8.36	72.27	20.37	305.42	491.79	-
Balance as at 31 March 2024	-	870.77	229.87	273.62	217.87	634.23	314.90	1,583.53	4,124.79	-
Depreciation during the year	-	217.05	70.81	303.25	112.09	150.24	69.79	651.19	1,574.42	-
Less: Disposals during the year	-	-	22.73	-	46.65	18.91	13.63	330.50	432.42	-
Balance as at 31 March 2025	-	1,087.82	277.95	576.87	283.31	765.56	371.06	1,904.22	5,266.79	-
Carrying amount (net)										
Balance as at 31 March 2024	4.28	12,024.38	412.58	375.48	721.77	737.73	299.74	1,795.69	16,371.65	279.53
Balance as at 31 March 2025	4.28	11,807.33	541.71	1,252.14	609.68	827.98	383.44	1,710.35	17,136.91	-

As at 31 March 2025 properties with a carrying amount of INR 342.15 lakhs (31 March 2024: INR 350.26 lakhs) are subject to first charge to working capital limits from banks.

Capital commitment as on 31 March 2025 is INR NIL (31 March 2024: INR 422.57 lakhs)

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Ageing of Capital work-in progress

As at 31 March 2025

There is no capital work in progress as on 31 march 2025.

As at 31 March 2024

Capital work-in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	279.53	-	-	-	279.53
Projects temporarily suspended	-	-	-	-	-
Total	279.53	-	-	-	279.53

There are no projects whose completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2024

4A. Goodwill

	As at 31 March 2025	As at 31 March 2024
Opening Balance	283.31	283.31
Impairment of goodwill	-	-
Closing Balance	283.31	283.31

On 18 January 2022, Newgen Software Technologies Limited (NSTL) entered into Share Purchase Agreement (SPA) with existing shareholders of Number Theory Software Private Limited ("Number Theory") to acquire 100% stake. Purchase consideration was ₹1,306.41 lacs and Net identifiable net assets acquired was ₹1,023.10 lacs resulting in goodwill of ₹283.31 lacs. The goodwill comprises the value of expected synergies arising from the acquisition, customer contracts /relationships, non-compete agreement and Number Theory's Artificial Intelligence that do not qualify for separate recognition. However, a Scheme of Amalgamation u/s 230-232 of the Companies Act, 2013 which provides for the merger of Number Theory was filed with the Delhi Bench of National Company Law Tribunal (NCLT). NCLT through its Order dated 27th September 2023 approved the aforesaid Scheme and Number Theory got merged with NSTL.

The AI business has been subsumed into the broader Newgen One ecosystem rather than existing as an independent business unit. Since AI functionalities are embedded within the Unified Low-Code Platform, they do not constitute a separate Cash Generating Unit (CGU). The carrying amount of goodwill remains fully recoverable, as the recoverable amount exceeds the carrying amount. Consequently, no impairment loss has been recognized for the reporting period.

5. Intangible assets

	Computer software	AI Platform	Total
Cost			
Balance as at 1 April 2023	468.79	1,654.33	2,123.12
Additions during the year	72.18	-	72.18
Balance as at 31 March 2024	540.97	1,654.33	2,195.30
Additions during the year	-	-	-
Balance as at 31 March 2025	540.97	1,654.33	2,195.30
Accumulated Amortisation			
Balance as at 1 April 2023	421.10	387.07	808.17
Amortisation during the year	33.33	331.77	365.10
Balance as at 31 March 2024	454.43	718.84	1,173.27
Amortisation during the year	43.05	330.87	373.92
Balance as at 31 March 2025	497.48	1,049.71	1,547.19
Carrying amount (net)			
Balance as at 31 March 2024	86.54	935.49	1,022.03
Balance as at 31 March 2025	43.49	604.62	648.11

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6. Investment in subsidiaries

	As at 31 March 2025	As at 31 March 2024
Investments in equity instruments - at cost (unquoted)		
6,000 (31 March 2024: 6,000) common shares of USD 200 each, fully paid up of Newgen Software Inc.	1,021.56	902.29
1,000,000 (31 March 2024: 1,000,000) common shares of CAD 0.10 each, fully paid up of Newgen Software Technologies Canada, Limited.	92.35	80.87
250,000 (31 March 2024: 250,000) ordinary shares of SGD 1 each, fully paid up of Newgen Software Technologies Pte. Limited.	177.93	159.47
210,000 (31 March 2024: 210,000) equity shares of INR 10 each, fully paid up of Newgen Computers Technologies Limited.	46.50	46.50
20,000,000 (31 March 2024: 20,000,000) common stock of GBP 0.01 each, fully paid up of Newgen Software Technologies (UK) Ltd.	226.37	216.79
1,000,000 (31 March 2024: 1,000,000) common shares of AUD 1 each, fully paid up of Newgen Software Technologies Pty Ltd.	570.91	554.50
3,000 (31 March 2024: 3,000) equity shares of AED 1000 each, fully paid up of Newgen Software Technologies LLC	680.15	675.30
100,000 (31 March 2024: 100,000) equity shares of SAR 10 each, fully paid up of Newgen Software Technologies Company Limited	224.79	222.48
	3,040.56	2,858.20
Aggregate book value of unquoted investments	3,040.56	2,858.20

Increase in investment represents deemed investment on account of share based payment awards granted to the employees of subsidiaries.

7. Other financial assets (non-current)

	As at 31 March 2025	As at 31 March 2024
Bank deposits		
- Deposits with maturity of more than 12 months	2,125.98	2,990.85
- pledged with tax authorities	5.39	6.02
- held as margin money*	5,600.51	4,366.02
Interest accrued on deposits	482.90	394.37
Security deposits	749.01	476.89
Earnest money deposits		
- Unsecured, considered good	128.52	137.25
- Unsecured, considered doubtful	147.33	164.75
- Less: Loss allowance for doubtful deposits	(147.33)	(164.75)
	9,092.31	8,371.40

*Bank deposits held as margin money represents deposits made on account of guarantees issued to government customers amounting to INR 2,225.38 lakhs (31 March 2024: INR 1,734.43 lakhs) and deposits made to avail overdraft facilities amounting to INR 3,380.51 lakhs (31 March 2024: INR 2,631.59 Lakhs)

Information about Company's exposure to credit and market risks and fair value measurement is included in Note 43.

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8. Income tax assets (net)

	As at 31 March 2025	As at 31 March 2024
Advance income tax (net of provision of INR 14,201.90 lakhs (31 March 2024: INR 9,403.22 lakhs))	1,922.51	1,501.44
	1,922.51	1,501.44

8A. Income tax liabilities (net)

	As at 31 March 2025	As at 31 March 2024
Provision for tax (net of advance tax of INR 4,303.28 lakhs (31 March 2024: INR 3,543.93 lakhs)), Mat credit utilised of INR 1989.35 lakhs (31 March 2024: Nil)	2,683.88	1,309.44
	2,683.88	1,309.44

9. Other non-current assets

	As at 31 March 2025	As at 31 March 2024
Prepaid expenses	47.61	17.86
	47.61	17.86

10. Investments (refer note 41)

	As at 31 March 2025	As at 31 March 2024
Investments in bonds (unquoted)		
Bonds at FVOCI		
- Investment in government bonds	6,519.09	6,119.17
	6,519.09	6,119.17
Investments in mutual funds (unquoted)		
Mutual funds at FVTPL	44,320.53	30,379.72
	44,320.53	30,379.72
	50,839.62	36,498.89

Aggregate book value of unquoted investments 50,839.62 36,498.89

Investments in bonds measured at FVOCI have stated interest rates of 6.40% to 8.63%. Information about Company's exposure to credit and market risks and fair value measurement is included in Note 43.

11. Trade receivables

	As at 31 March 2025	As at 31 March 2024
- Trade receivables -Unsecured, considered good	41,855.52	34,725.01
- Trade receivables - Credit impaired	727.15	416.73
	42,582.67	35,141.74
Allowance for bad and doubtful debts		
- Trade receivables -Unsecured, considered good	(5,778.09)	(3,189.04)
- Trade receivables - Credit impaired	(727.15)	(416.73)
	36,077.43	31,535.97

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Trade Receivable Ageing Schedule

	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 years	1-2 Years	2-3 Years	More Than 3 years	
As at 31 March 2025							
Undisputed Trade Receivables- Considered good	25,219.40	9,942.76	3,468.32	2,218.58	569.02	437.44	41,855.52
Undisputed Trade Receivables- Which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- credit impaired	-	-	-	85.01	642.14	-	727.15
Disputed Trade Receivables- Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables- Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
	25,219.40	9,942.76	3,468.32	2,303.59	1,211.16	437.44	42,582.67

	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 years	1-2 Years	2-3 Years	More Than 3 years	
As at 31 March 2024							
Undisputed Trade Receivables- Considered good	22,955.16	8,975.22	1,195.99	989.22	461.94	147.48	34,725.01
Undisputed Trade Receivables- Which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- credit impaired	-	-	-	416.73	-	-	416.73
Disputed Trade Receivables- Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables- Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
	22,955.16	8,975.22	1,195.99	1405.95	461.94	147.48	35,141.74

Trade receivables also includes balance receivables from related parties. For details refer note 42

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, director or a member.

Trade receivables are non-interest bearing and are generally on terms of 15-90 days.

The Company's exposure to credit and currency risks and loss allowances related to trade receivables are discussed in note 43C (ii) & 43C (v).

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

12. Cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024
Cash on hand	5.47	6.45
Balances with banks		
- in current accounts*	4,497.78	3,583.14
- Balances with scheduled banks in deposit accounts with original maturity of less than three months	1.39	1,401.39
	4,504.64	4,990.98

*Current account balances with banks include INR Nil (31 March 2024: INR 180.76 lakhs) held at a foreign branch.

Short term deposits are varying from periods of between one day to three months, depending upon the immediate cash requirements of the Company, and earn interest at the respective short term deposit rates.

There are no repatriations with regard to cash and cash equivalents as at the end of the reporting period and prior period items.

13. Bank balances other cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024
Balances with scheduled banks in deposit accounts		
- Original maturity of less than 12 months	20,127.60	20,013.87
- Unclaimed dividend account*	11.83	8.73
	20,139.43	20,022.60

*These balances are not available for use by the Company as they represent corresponding unclaimed liabilities.

14. Current financial assets - Loans

	As at 31 March 2025	As at 31 March 2024
Loans to employees*	53.11	11.73
	53.11	11.73

*These are interest bearing loans - repayable within one year given to employees, chargeable at the rate of 12% p.a

15. Current financial assets - Others

	As at 31 March 2025	As at 31 March 2024
(unsecured considered good, unless otherwise stated)		
Interest accrued on deposits	898.39	1,526.43
Interest accrued but not due on government bonds	307.04	307.82
Derivatives assets	-	68.47
Security deposits	85.06	192.77
Other receivable		
- related parties (refer note 42)	48.85	-
- others	518.10	123.10
	1,857.44	2,218.59

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to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

16A.Contract assets*

	As at 31 March 2025	As at 31 March 2024
Contract assets		
- other than related parties	11,379.85	7,288.42
Less: Provision for loss allowance	(356.19)	(207.72)
- related parties (refer note 42)	15,025.54	6,767.10
	26,049.20	13,847.80

*Contract assets (unbilled revenue) represents amounts recognised based on services performed in advance of billing in accordance with contract terms.

*Changes in contract assets (unbilled revenue) is as follows:

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	14,055.52	12,331.49
Less: Amount of revenue billed during the year	(11,937.06)	(10,185.44)
Add: Addition during the year	24,286.93	11,909.47
Balance at the end of the year	26,405.39	14,055.52

Loss allowance on contract assets	As at 31 March 2025	As at 31 March 2024
Opening Balance of expected credit loss	207.72	225.78
Impairment loss recognised	148.47	(18.06)
Balance at the end of the year	356.19	207.72

16B.Other current assets

	As at 31 March 2025	As at 31 March 2024
Advances to vendors	55.00	103.43
Balances with government authorities	1,935.99	1,109.78
Deferred contract cost	148.95	151.96
Advance to employees	135.89	168.82
Prepaid expenses	1,058.48	895.05
	3,334.31	2,429.04

17. Equity Share capital

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
Authorised share capital				
Equity shares of INR 10 each	16,81,00,200	16,810.02	9,80,00,200	9,800.02
Add: Equity share capital of INR 10 each	-	-	7,01,00,000	7,010.00
0.01% Compulsory convertible preference shares of INR 10 each	1,19,99,800	1,199.98	1,19,99,800	1,199.98
	18,01,00,000	18,010.00	18,01,00,000	18,010.00

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Issued, subscribed and paid up	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
Equity share capital of INR 10 each, fully paid up	14,02,91,802	14,029.18	6,99,55,701	6,995.57
Add: Issued during the year to Newgen ESOP Trust before bonus issue	-	-	1,13,700	11.37
Add: Bonus shares issued during the year	-	-	7,00,69,401	7,006.94
Add: Issued during the year to Newgen ESOP Trust	3,93,385	39.34	1,53,000	15.30
Add: Issued during the year to Newgen RSU Trust	9,40,000	94.00	-	-
Total after bonus issue	14,16,25,187	14,162.52	14,02,91,802	14,029.18
Less : Shares held by Newgen ESOP Trust	5,77,215	57.72	5,12,483	51.25
Less : Shares held by Newgen RSU Trust	8,35,025	83.50	-	-
Total equity share capital	14,02,12,947	14,021.30	13,97,79,319	13,977.93

Reconciliation of shares outstanding at the beginning and at the end at the reporting year.

Equity share capital of INR 10 each, fully paid up	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	14,02,91,802	14,029.18	6,99,55,701	6,995.57
Add: Issued during the year to Newgen ESOP Trust before bonus issue	-	-	1,13,700	11.37
Add: Bonus shares issued during the year	-	-	7,00,69,401	7,006.94
Add: Issued during the year to Newgen ESOP Trust	3,93,385	39.34	1,53,000	15.30
Add: Issued during the year to Newgen RSU Trust	9,40,000	94.00	-	-
At the end of the year	14,16,25,187	14,162.52	14,02,91,802	14,029.18
Less: Shares held by Newgen ESOP Trust	5,77,215	57.72	5,12,483	51.25
Less: Shares held by Newgen RSU Trust	8,35,025	83.50	-	-
Total equity share capital	14,02,12,947	14,021.30	13,97,79,319	13,977.93

Terms/rights attached to equity shares

In case of equity shares, each equity shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend, if any. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their respective shareholding.

17 A Details of shareholders holding more than 5% shares in the Company

Equity shares of INR 10 each, fully paid up held by:

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% Holding	Number of shares	% Holding
- Mr. Diwakar Nigam	3,13,49,464	22.14%	3,13,49,464	22.35%
- Mr. T.S. Varadarajan	3,16,83,252	22.37%	3,00,18,612	21.40%
- Mrs. Priyadarshini Nigam	1,31,39,584	9.28%	1,31,39,584	9.37%
- Marathon Edge India Fund I	77,05,278	5.44%	77,05,278	5.49%

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to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

17 B Details of shares held by promoters

Equity shares of INR 10 each, fully paid up held by:

	As at 31 March 2025			As at 31 March 2024	
	Number of shares	% of total shares	% change during the year	Number of shares	% of total shares
- Mr. Diwakar Nigam	3,13,49,464	22.14%	0.00%	3,13,49,464	22.35%
- Mr. T.S. Varadarajan	3,16,83,252	22.37%	5.55%	3,00,18,612	21.40%
- Mrs. Priyadarshini Nigam	1,31,39,584	9.28%	0.00%	1,31,39,584	9.37%
- Mrs. Usha Varadarajan*	-	0.00%	(100.00%)	26,64,640	1.90%

*During the financial year 2024-25, 16,64,640 shares were transferred to Mr. T S Varadarajan. This transfer was conducted off-market as an inter-se transfer by way of gift. Further 10,00,000 shares were sold through an open market sale.

17 C Shares reserved for issue under Employee stock option plan and RSU Scheme

Terms attached to stock options granted to employees are described in note 35 regarding share based payments.

17 D Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

- (i) Equity shares have been issued under Employee stock options plans to trust for which only exercise price has been received in cash.

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Equity shares of INR 10 each	13,33,385	2,66,700	-	-	-
Bonus shares of INR 10 each	-	2,00,193	-	-	-
	13,33,385	4,66,893	-	-	-

- (ii) Other than aforementioned, no shares has been allotted by way of bonus issues and no shares has been bought back in the current year and preceding 5 years.

18. Other equity

	As at 31 March 2025	As at 31 March 2024
Securities premium	4,684.49	3,717.59
Retained earnings	1,14,353.34	90,637.72
Capital redemption reserve	87.95	87.95
Capital reserve	416.39	416.39
General reserve	1,731.39	1,731.39
Newgen ESOP Trust reserve	545.72	553.29
Share options outstanding reserve	6,469.17	4,447.21
Other comprehensive loss	(999.10)	(811.76)
	1,27,289.35	1,00,779.78

Securities premium (refer note (i) below)	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	4,215.57	10,605.31
Securities premium on issue of shares to Newgen ESOP Trust	939.40	484.41
Transferred from share options outstanding reserve on exercise of stock options	517.46	132.79
Balance as at end of the year	5,672.43	11,222.51

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	As at 31 March 2025	As at 31 March 2024
Securities premium (refer note (i) below)		
Less: Securities premium on shares held by Newgen ESOP Trust	987.94	497.98
Less: Securities premium on issue of Bonus shares	-	7,006.94
Balance as at end of the year	4,684.49	3,717.59

	As at 31 March 2025	As at 31 March 2024
Retained earnings (refer note (ii) below)		
Balance as at beginning of the year	90,637.72	70,401.96
Profit for the year	29,327.29	23,733.55
Dividend on equity shares	(5,611.67)	(3,497.79)
Balance as at end of the year	1,14,353.34	90,637.72

	As at 31 March 2025	As at 31 March 2024
Capital reserve (refer note (vi) below)		
Balance as at beginning of the year	416.39	416.39
Balance as at end of the year	416.39	416.39

	As at 31 March 2025	As at 31 March 2024
Capital redemption reserve		
Balance as at beginning of the year	87.95	87.95
Balance as at end of the year	87.95	87.95

	As at 31 March 2025	As at 31 March 2024
General reserve		
Balance as at beginning of the year	1,731.39	1,731.39
Balance as at end of the year	1,731.39	1,731.39

	As at 31 March 2025	As at 31 March 2024
Newgen ESOP Trust reserve (refer note (iii) below)		
Balance as at beginning of the year	553.29	540.35
Addition to Newgen ESOP Trust reserve	(7.57)	12.94
Balance as at end of the year	545.72	553.29

	As at 31 March 2025	As at 31 March 2024
Share options outstanding reserve (refer note (iv) below)		
Balance as at beginning of the year	4,447.21	2,142.08
Employee stock compensation expense	2,539.42	2,437.92
Transferred to securities premium account on exercise of stock options	(517.46)	(132.79)
Balance as at end of the year	6,469.17	4,447.21

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Other comprehensive loss (refer note (v) below)

Remeasurement of defined benefit liability	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	(547.97)	(244.01)
Other comprehensive loss (net of tax)	(71.25)	(303.96)
Balance as at end of the year	(619.22)	(547.97)

Financial assets or investments carried at fair value through other comprehensive income	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	(263.79)	(212.26)
Other comprehensive loss (net of tax)	(116.09)	(51.53)
Balance as at end of the year	(379.88)	(263.79)

- (i) Securities premium is used to record the premium received on issue of shares. It will be utilised in accordance with the provisions of the Companies Act, 2013.
- (ii) Retained earnings represents accumulated balances of profits over the years after appropriations for general reserves and adjustments of dividend.
- (iii) Newgen ESOP Trust has been treated as an extension of the Company and accordingly shares held by Newgen ESOP Trust are netted off from the total share capital. Consequently, all the assets, liabilities, income and expenses of the trust are accounted for as assets and liabilities of the Company, except for profit / loss on issue of shares to the employees and dividend received by trust which are directly adjusted in the Newgen ESOP Trust reserve.
- (iv) The Company has established various equity-settled share-based payment plans for certain employees of the Company. Refer to note 35 for further details on these plans.
- (v) Refer Statement of Changes in Equity for analysis of other comprehensive income, net of tax.
- (vi) Capital reserve created on account of merger of Number Theory Software Private Limited ("Number Theory")

19. Right-of-use assets and lease liability

Changes in the carrying value of right of use assets for the year ended 31 March 2025

Particulars	Category of ROU asset		Total
	Leasehold land	Buildings	
Balance as at 1 April 2024	3,208.48	3,184.12	6,392.60
Addition	-	2,845.93	2,845.93
Termination of leases	-	(854.71)	(854.71)
Depreciation	(39.30)	(1,079.62)	(1,118.92)
Balance as at 31 March 2025	3,169.18	4,095.72	7,264.90

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Changes in the carrying value of right of use assets for the year ended 31 March 2024

Particulars	Category of ROU asset		Total
	Leasehold land	Buildings	
Balance as at 1 April 2023	3,247.88	2,787.05	6,034.93
Addition	-	1,273.07	1,273.07
Depreciation	(39.40)	(876.00)	(915.40)
Balance as at 31 March 2024	3,208.48	3,184.12	6,392.60

*Right of use assets recognised in the balance sheet at the date of initial recognition.

The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the Statement of Profit and Loss.(refer note 31)

Lease liabilities

Break up of current and non-current lease liabilities:

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current lease liabilities	3,738.51	2,996.53
Current lease liabilities	1,110.74	952.25
Total	4,849.25	3,948.78

Movement in lease liabilities during the year ended 31 March 2025

Particulars	As at 31 March 2025
Balance as at 1 April 2024	3,948.78
Addition	2,651.85
Finance cost	427.93
Termination of leases	(950.43)
Payment of lease liabilities	(1,228.88)
Balance as at 31 March 2025	4,849.25

Movement in lease liabilities during the year ended 31 March 2024

Particulars	As at 31 March 2024
Balance as at 1 April 2023	3,464.98
Addition	1,201.12
Finance cost	297.95
Payment of lease liabilities	(1,015.27)
Balance as at 31 March 2024	3,948.78

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Changes in liabilities arising from financing activities

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at the beginning of the year	3,948.78	3,464.98
Cash flows :		
- Repayment	(1,228.88)	(1,015.27)
Non Cash:		
- Interest expense	427.93	297.95
- Addition of lease liability	2,651.85	1,201.12
- Termination of leases	(950.43)	-
Balance as at the end of the year	4,849.25	3,948.78

Rental expense recorded for short-term leases was INR 102.45 lakhs for the year ended 31 March 2025 (31 March 2024: INR 110.03 lakhs)

For detail regarding the undiscounted contractual maturities of lease liabilities. (refer note 43 C (iii))

20. Borrowings

	As at 31 March 2025	As at 31 March 2024
Current Borrowings		
Current maturities of deferred payment liabilities	-	219.92
		219.92

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities. For reconciliation of lease liabilities refer note 19.

Name of the entity	Balance as at 1 April 2024	Interest Accrued	Loan repayments	Other non cash changes	Balance as at 31 March 2025
Erstwhile shareholders of Number Theory Software Private Limited	219.92	14.32	(234.24)	-	-
	219.92	14.32	(234.24)	-	-

Name of the entity	Balance as at 1 April 2023	Interest Accrued	Loan repayments	Other non cash changes	Balance as at 31 March 2024
Erstwhile shareholders of Number Theory Software Private Limited	423.55	30.61	(234.24)	-	219.92
	423.55	30.61	(234.24)	-	219.92

(a) Deferred payment liability is discounted at the rate of 8%. Per annum.

(b) The liability was payable in three equal annual instalment of ₹234.24 lakhs. The repayment of installment has commenced from January 2023 and ended on January 2025.

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

21. Non-current provisions

	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits (refer note 29)		
- provision for gratuity	4,003.49	3,723.87
- provision for compensated absences	1,145.02	1,026.79
	5,148.51	4,750.66

22. Trade payables

	As at 31 March 2025	As at 31 March 2024
- Total outstanding dues to micro enterprises and small enterprises	277.92	632.13
- Total outstanding dues to creditors other than micro and small enterprises	8,090.96	5,563.14
	8,368.88	6,195.27

Trade payables Ageing Schedule

As at 31 March 2025

	Outstanding for following periods from due date of payment					Unbilled payable	Total
	Less than 1 year	1-2 Years	2-3 Years	More Than 3 years			
Total outstanding dues of Micro enterprises and small enterprises	236.06	41.86	-	-	-	-	277.92
Total outstanding dues of creditors other than Micro enterprises and small enterprises	2,072.23	683.61	-	-	5,335.12	-	8,090.96
Disputed Dues of Micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed Dues of creditors other than Micro enterprises and small enterprises	-	-	-	-	-	-	-
	2,308.29	725.47	-	-	5,335.12	-	8,368.88

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As at 31 March 2024

	Outstanding for following periods from due date of payment					
	Less than 1 year	1-2 Years	2-3 Years	More Than 3 years	Unbilled payable	Total
Total outstanding dues of Micro enterprises and small enterprises	632.13	-	-	-	-	632.13
Total outstanding dues of creditors other than Micro enterprises and small enterprises	757.43	-	-	-	4,805.71	5,563.14
Disputed Dues of Micro enterprises and small enterprises	-	-	-	-	-	-
Disputed Dues of creditors other than Micro enterprises and small enterprises	-	-	-	-	-	-
	1,389.56	-	-	-	4,805.71	6,195.27

Trade payables are non-interest bearing and are generally on terms of 30-45 days.

- Refer note 37 for disclosures under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED).
- Refer note 42 for dues to related parties.
- The Company's exposure to liquidity risk and currency risks related to trade payables is disclosed in note 43C(iii) & 43C(v).

23. Current financial liabilities - Others

	As at 31 March 2025	As at 31 March 2024
Employee related payables	4,968.44	4,391.42
Derivatives liabilities	112.43	-
Earnest money deposits	1.00	1.00
Payable for capital assets#	83.83	319.15
Unpaid dividends*	11.83	8.73
	5,177.53	4,720.30

Refer note 37 for amount payable to Micro and Small Enterprises. It includes payable in respect of capital assets amounting to INR77.89 lakhs (31 March 2024 : INR 13.78 lakhs).

*Unpaid dividends amount is not due for deposit to the Investor Education & Protection fund.

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24. Deferred income

	As at 31 March 2025	As at 31 March 2024
Unearned revenue*	11,886.26	11,807.67
	11,886.26	11,807.67

*Changes in unearned revenue is as follows:

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	11,807.67	9,695.94
Revenue recognised that was included in deferred income at the beginning of the year	(11,594.70)	(9,650.46)
Increase due to invoicing during the year, excluding amount recognised as revenue during the year	11,673.29	11,762.19
Balance at the end of the year	11,886.26	11,807.67

25. Other current liabilities

	As at 31 March 2025	As at 31 March 2024
Statutory dues payable	3,648.98	2,692.22
Advance from employees for share options	5.13	1.83
Revenue received in advance	78.89	-
Other current liabilities	0.50	0.50
	3,733.50	2,694.55

26. Current provisions

	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits (refer note 29)		
- provision for gratuity	684.57	659.22
- provision for compensated absences	278.14	248.94
	962.71	908.16

27. Revenue from operations

	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of products - softwares	29,083.09	20,623.01
Sale of services		
- Implementation	30,098.35	23,574.49
- Scanning & Hardware	735.05	1,363.23
- AMC/ATS	26,066.85	23,349.15
- Support	37,426.41	34,268.37
- SaaS revenue	12,025.64	10,433.68
	1,35,435.39	1,13,611.93

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

(i) Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where :

- (i) The performance obligation is part of a contract that has an original expected duration of one year or less.
- (ii) The revenue recognised corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis.

Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialised and adjustments for currency.

The aggregate value of performance obligations that are completely or partially unsatisfied as at 31 March 2025, other than those meeting the exclusion criteria mentioned above is INR Nil (31 March 2024 INR Nil).

(ii) Reconciliation of revenue recognised with contract price

	For the year ended 31 March 2025	For the year ended 31 March 2024
Contract Price	1,35,435.39	1,13,611.93
Discounts	-	-
Other Variable considerations	-	-
	1,35,435.39	1,13,611.93

28. Other income

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income under the effective interest rate method:		
- on security deposits at amortised cost	49.83	30.96
- government and other bonds at FVOCI	424.82	426.00
Interest income on deposit with banks	1,914.09	1,895.10
Gain on lease termination	127.05	-
Gain on sale of property, plant and equipment	13.44	13.35
Profit on sale of mutual funds (net) at FVTPL	913.75	254.94
Fair value changes of financial assets at FVTPL	1,983.29	1,359.54
Liabilities / provision no longer required written back	476.46	120.68
Net foreign exchange fluctuation gain	12.72	383.21
Miscellaneous income	52.21	66.23
	5,967.66	4,550.01

29. Employee benefits expense

	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	54,777.83	47,961.29
Contribution to provident funds (refer note i below)	1,933.05	1,618.57
Expenses related to compensated absences (refer note ii below)	764.89	647.58
Share based payment - equity settled (refer note 35)	2,323.85	2,094.72
Expense related to defined benefit plan (refer note iii below)	814.99	751.50
Staff welfare expenses	1,039.86	857.81
	61,654.47	53,931.47

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

(i) Defined contribution plans:

The Company makes contributions, determined as a specified percentage of the employee salaries in respect of qualifying employees towards provident fund, which is a defined contribution plan. The amount recognised as an expense towards contribution to provident fund for the year aggregated to INR 1,933.05 lakhs (31 March 2024: INR 1,618.57 lakhs). The amount recognised as an expense towards employee state insurance aggregated to INR 0.07 lakhs (31 March 2024: INR 0.10 lakhs).

(ii) Compensated absences:

The Principal assumptions used in determining the compensated absences benefit obligation are as given below:

	31 March 2025	31 March 2024
Discounting rate (p.a.)	7.04%	4.85% - 7.22%
Future salary increase (p.a.)	8.00%	5.00% - 8.00%
Leave availment rate	3.00%	3.00%
Attrition Rate (withdrawal rate%)		
Up to 30 years	20.00%	20.00%
From 31 to 44 years	20.00%	20.00%
Above 44 years	10.00%	10.00%

(iii) Defined Benefit Plan:

Gratuity scheme - This is an unfunded defined benefit plan and it entitles an employee, who has rendered atleast 5 years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit.

- On normal retirement / early retirement / withdrawal / resignation: As per the provisions of the Payment of Gratuity Act, 1972 with vesting period of 5 years of service.
- On death in service: As per the provisions of the Payment of Gratuity Act, 1972 without any vesting period.

Gratuity payable to employee in case (i) and (ii), as mentioned above, is computed as per the Payment of Gratuity Act, 1972 except the Company does not have any limit on gratuity amount.

A. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	4,383.09	3,379.10
Benefits paid*	(619.54)	(214.73)
Current service cost	552.23	541.94
Interest cost	283.94	237.88
Reversal of opening provision of Number Theory	-	(28.32)
Reversal of opening provision of Dubai Branch	(21.18)	-
Actuarial losses /(gains) recognised in OCI		
change in demographic assumptions	-	47.33
change in financial assumptions	279.12	190.67
experience adjustments	(169.60)	229.22
Balance at the end of the year	4,688.06	4,383.09

*It includes INR 450.35 lakhs (31 March 2024: NIL) paid to employees of Dubai as full & final settlement as company has closed the dubai branch office.

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B. i) Expense recognised in profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current service cost	552.23	541.94
Interest cost	283.94	237.88
Reversal of opening provision of Number Theory	-	(28.32)
Reversal of opening provision of Dubai Branch	(21.18)	-
Total expense recognised in Statement of profit and loss	814.99	751.50

ii) Remeasurements recognised in other comprehensive income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Actuarial loss on defined benefit obligation	109.52	467.22
Total remeasurements recognised in other comprehensive income	109.52	467.22

C. Defined benefit obligations

i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Discount rate	7.04%	5.25% - 7.22%
Salary escalation rate	8.00%	5.00% - 8.00%
Mortality rate	100% of IALM (2012- 14)	100% of IALM (2012- 14)
Attrition Rate (withdrawal rate%)		
Up to 30 years	20.00%	20.00%
From 31 to 44 years	20.00%	20.00%
Above 44 years	10.00%	10.00%

ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	31 March 2025		31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50% movement)	(123.58)	130.29	(77.95)	79.11
Future salary growth (0.50% movement)	128.49	(123.06)	78.03	(77.42)

Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

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Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

iii. Maturity profile of defined benefit obligation:

	As at 31 March 2025	As at 31 March 2024
Within the next 12 months (next annual reporting period)	684.57	661.82
Between 1 and 5 years	2,009.17	1,805.57
Beyond 5 years	1,994.32	1,988.94
	As at 31 March 2025	As at 31 March 2024
Net defined benefit liability	4,688.06	4,383.09
Liability for gratuity	1,423.16	1,275.73
Liability for compensated absences	6,111.22	5,658.82
Total employee benefit liabilities		
Non-current:	4,003.49	3,723.87
Gratuity	1,145.02	1,026.79
Compensated absences		
Current:	684.57	659.22
Gratuity	278.14	248.94
Compensated absences		

30. Finance costs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Finance cost on lease liabilities	427.93	297.95
Interest expense on borrowings	14.32	30.61
Other finance costs	10.55	82.09
	452.80	410.65

31. Depreciation and amortisation

	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation of property, plant and equipment (refer note 4)	1,574.42	1,304.59
Depreciation of right-of use assets (refer note 19)	1,118.92	915.40
Amortisation of intangible assets (refer note 5)	373.92	365.10
	3,067.26	2,585.09

32. Other expenses

	For the year ended 31 March 2025	For the year ended 31 March 2024
Rent	102.45	110.03
Repairs and maintenance	621.79	561.78
Rates and taxes	1,185.48	1,001.45
Travelling and conveyance	7,692.13	5,422.79
Legal and professional fees	5,795.56	5,365.12
Payment to auditors*	72.25	68.17

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Outsourced technical services expense (refer note 42)	9,276.87	7,644.47
Cloud hosting services	2,989.69	2,457.36
Electricity and water	442.86	432.85
Advertising and sales promotion	1,291.81	971.55
Membership and subscription fee	438.89	298.99
Brokerage and commission	582.30	992.94
Communication costs	258.14	299.32
Software and license maintenance	2,006.52	1,560.27
Expenditure on corporate social responsibility (refer note 39)	436.10	378.91
Donation	38.70	39.75
Recruitment charges	240.64	288.60
Insurance	811.70	775.21
Operation and maintenance	727.45	527.10
Printing, stationery and scanning charges	437.79	382.09
Sub-contracting expenses	25.68	494.51
Loss allowance on trade receivables	3,047.93	2,345.16
(Loss allowance on trade receivables includes loss allowance created on contract assets amounting to INR (148.47) lakhs (31 March 2024: INR (18.06) lakhs))		
Security charges	284.27	250.58
Miscellaneous expenses	118.71	130.68
	38,925.71	32,799.68
*Payment to auditors		
As auditor:		
- Statutory audit fee	43.00	37.00
- Limited review fee	21.00	21.00
- Certification fee	6.15	7.32
- Reimbursement of expenses	2.10	2.85
	72.25	68.17

33. Income Tax

	For the year ended 31 March 2025	For the year ended 31 March 2024
A. The major components of income tax income recognised in Statement of Profit or Loss		
Tax expense	9,062.27	5,270.70
Deferred tax credit	(1,086.75)	(569.20)
Total	7,975.52	4,701.50
Recognised in Other comprehensive income		
Tax impact on		
- Re-measurement on defined benefit plan	38.27	163.26
- Financial assets or investments carried at fair value through other comprehensive income	35.26	15.65
Total	73.53	178.91

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	31 March 2025		31 March 2024	
B. Reconciliation of effective tax rate				
Profit before tax		37,302.81		28,435.05
Tax using the Company's tax rate	34.94%	13,035.09	34.94%	9,936.35
Effect of deduction under section 10AA of the Income tax Act, 1961	(11.54%)	(4,305.67)	(17.06%)	(4,849.61)
Effect of expenses permanently disallowed under the Income Tax Act, 1961	0.53%	197.23	0.69%	197.58
Effect of income exempt/ non taxable/ taxed on lower rate	(0.22%)	(80.24)	(0.64%)	(182.58)
Effect of profit on redemption of mutual funds			0.00%	-
Tax expense for earlier years	(1.87%)	(698.46)	(0.58%)	(165.66)
Others	(0.46%)	(172.43)	(0.82%)	(234.58)
Income tax recognised in statement of profit and loss for the current year	21.38%	7,975.52	16.53%	4,701.50

C. Deferred tax asset / (liabilities) and movement in temporary differences

31 March 2025

Particulars	Balance as at 1 April 2024	Recognised in Statement of Profit or Loss during the year	Recognised in OCI during the year	Balance as at 31 March 2025
Investments at fair value through OCI	85.06	-	35.26	120.32
Remeasurement of defined benefit liability (asset)	293.97	-	38.27	332.24
Property, plant and equipment	(1,477.10)	(167.76)	-	(1,644.86)
Loss allowance on other financial assets	57.57	(6.09)	-	51.48
Loss allowance on trade receivables	1,056.66	625.58	-	1,682.24
Provision for employee benefits	1,817.53	78.18	-	1,895.71
Lease liabilities	45.65	108.95	-	154.60
MAT credit entitlement	1,330.25	784.23	-	2,114.48
Disallowance on account of delayed payment to MSME Vendor	125.15	(53.48)	-	71.67
Fair Value gain on mutual funds	(675.90)	(282.86)	-	(958.76)
Total	2,658.84	1,086.75	73.53	3,819.12
MAT credit utilised				(1,989.35)
Total	2,658.84	1,086.75	73.53	1,829.77

31 March 2024

Particulars	Balance as at 1 April 2023	Recognised in Statement of Profit or Loss during the year	Recognised in OCI during the year	Balance as at 31 March 2024
Investments at fair value through OCI	69.41	-	15.65	85.06
Remeasurement of defined benefit liability (asset)	130.71	-	163.26	293.97

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Particulars	Balance as at 1 April 2023	Recognised in Statement of Profit or Loss during the year	Recognised in OCI during the year	Balance as at 31 March 2024
Property, plant and equipment	(1,344.77)	(132.33)	-	(1,477.10)
Loss allowance on other financial assets	57.57	-	-	57.57
Loss allowance on trade receivables	1,162.90	(106.24)	-	1,056.66
Provision for employee benefits	1,406.64	410.89	-	1,817.53
Lease liabilities	28.57	17.08	-	45.65
MAT credit entitlement	630.59	699.66	-	1,330.25
Disallowance on account of delayed payment to MSME Vendor	-	125.15	-	125.15
Fair Value gain on mutual funds	(230.90)	(445.00)	-	(675.90)
Total	1,910.72	569.20	178.91	2,658.84

34. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

i. Profit attributable to Equity holders of the Company

	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit attributable to equity holders of the Company	29,327.29	23,733.55
Profit attributable to equity holders of the Company for basic and diluted earnings	29,327.29	23,733.55

ii. Weighted average number of ordinary shares

	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balance of equity shares	13,97,79,319	6,96,55,676
Effect of share options exercised	1,48,942	1,00,308
Addition of Bonus shares issued (net of bonus shares issued to trust)	-	6,98,69,208
Weighted average number of shares for basic EPS	13,99,28,261	13,96,25,192
Effect of dilution:		
Add: Weighted average number of potential equity shares on account of employees stock options	40,71,297	41,28,440
Weighted average number of shares for diluted EPS	14,39,99,558	14,37,53,632

Basic and diluted earnings per share

	For the year ended 31 March 2025 INR	For the year ended 31 March 2024 INR
Basic earnings per share	20.96	17.00
Diluted earnings per share	20.37	16.51

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

35. Share-based payment arrangements:

A. Description of share-based payment arrangements

i. Share option programmes (equity-settled)

The company established Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014) in the year 2014-15, administered through a new Trust 'Newgen ESOP Trust'. The maximum numbers of shares to be issued under this Scheme shall be limited to 3,907,023 equity shares of the company. Pursuant to the scheme, during the year 2014-15, the company has granted 3,653,525 options at an exercise price of INR 63 per option to the employees of the company. Further, during the year 2017-18 grant of options 353,000, 130,000, and 79,250 through grant II, III and IV on 1 Jul 2017, 1 Sep 2017 and 1 Oct 2017 respectively under the same scheme and with same vesting conditions was made. During the year 2020-21, the company has granted 2,33,000 options through grant V under Newgen ESOP 2014 on 25 March 2021. During the year 2022-23, the company has granted 20,000 options through grant VI under Newgen ESOP 2014 on 17 January 2023. During the year 2023-24, the company has granted 5,000 options through grant VII under Newgen ESOP 2014 on 2 May 2023. Under the terms of the plans, these options are vested on a graded vesting basis over a maximum period of four years from the date of grant and are to be exercised either in part(s) or full, within a maximum period of five years from the date of last vesting. Consequent to bonus issue in the ratio of 1:1 during the financial year ended 31 March 2024, all the outstanding options and exercise price before the record date of 12 January 2024 have been adjusted to consider the bonus issue impact. During the year 2024-25, the company has granted 43,000 options through grant VIII under Newgen ESOP 2014 on 18 July 2024.

During the year 2020-21, the company has established Newgen Software Technologies Restricted Stock Units Scheme - 2021 (Newgen RSU - 2021), administered through a new trust "Newgen RSU Trust". The maximum numbers of shares to be issued under this Scheme shall be limited to 2,800,000 equity shares of the company. During the year 2021-22, the company has granted 12,11,500 and 1,73,500 options through grant I and II respectively under this scheme at an exercise price of INR 10 per option, to the employees of the company. During the year 2022-23, the company has granted 35,000 options through grant III under this scheme at an exercise price of INR 10 per option, to the employees of the company. During the year 2023-24, the company has granted 10,000 and 20,000 options through grant IV and V respectively under this scheme at an exercise price of INR 10 per option, to the employees of the company. Under the terms of the scheme, these options are vested on a graded vesting basis over a maximum period of five years from the date of grant and are to be exercised either in part(s) or full, within a maximum period of five years from the date of last vesting. Consequent to bonus issue in the ratio of 1:1 during the financial year ended 31 March 2024, all the outstanding options before the record date of 12 January 2024 have been adjusted to consider the bonus issue impact.

During the year 2022-23, the company has established Newgen Employee Stock Option Scheme - 2022 (Newgen ESOP - 2022), administered through a trust "Newgen ESOP Trust". The maximum numbers of shares to be issued under this Scheme shall be limited to 42,00,000 equity shares of the company. During the year 2022-23, the company has granted 9,41,800 options through grant I under this scheme at an exercise price of INR 364.20 per option, to the employees of the company. During the year 2023-24, the company has granted 1,58,750, 68,150 and 3,86,500 options through grant II, III and IV on 2 May 2023, 19 July 2023 and 20 March 2024 under this scheme at an exercise price of INR 452, INR 615 and INR 640.10 per option, to the employees of the company. Under the terms of the scheme, these options are vested on a graded vesting basis over a maximum period of four years from the date of grant and are to be exercised either in part(s) or full, within a maximum period of five years from the date of vesting. Consequent to bonus issue in the ratio of 1:1 during the financial year ended 31 March 2024, all the outstanding options and exercise prices before the record date of 12 January 2024 have been adjusted to consider the bonus issue impact. During the year 2024-25, the company has granted 1,91,400, 40,850, 5,30,100 and 73,050 options through grant V, VI, VII and VIII on 30 April 2024, 18 July 2024, 15 October 2024 and 20 January 2025 under this scheme at an exercise price of INR 780, INR 944.15, INR 1,216 and INR 14,27.50 per option respectively to the employees of the company.

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	Newgen ESOP 2014	Newgen RSU – 2021	Newgen ESOP 2022
Maximum number of shares under the plan	3907023 [#]	2800000 ^{##}	4200000 ^{###}
Method of settlement (equity)	Equity	Equity	Equity
Vesting period (maximum)	4 years	5 years	4 years
	1 year - 10%	at the end of 3 rd	1 year - 10%
	2 year - 20%	year - 50%	2 year - 20%
	3 year - 30%	at the end of 5 th	3 year - 30%
	4 year - 40%	year - 50%	4 year - 40%
Exercise period from the date of vesting (maximum)	5 year from last vesting	5 year from last vesting	5 year from vesting date
Vesting conditions	Service period	Service period & Performance based	Service period

[#]Consequent to the adjustment related to the Bonus issue in the ratio of 1:1, as approved by the shareholders of the company on 2 January 2024, the pool of the Scheme was increased by 1,23,223 ESOPs convertible into the equal number of equity shares.

^{##}Consequent to the adjustment related to the Bonus issue in the ratio of 1:1, as approved by the shareholders of the company on 2 January 2024, the pool of the Scheme was increased from 14,00,000 to 28,00,000 RSUs convertible into the equal number of equity shares.

^{###}Consequent to the adjustment related to the Bonus issue in the ratio of 1:1, as approved by the shareholders of the company on 2 January 2024, the pool of the Scheme was increased from 14,00,000 to 28,00,000 ESOPs convertible into the equal number of equity shares. The company further added 14,00,000 shares in the Scheme with the approval of shareholders on 25 July 2024.

Newgen ESOP trust has been treated as an extension of the company and accordingly shares held by Newgen ESOP Trust are netted off from the total share capital. Consequently, all the assets, liabilities, income and expenses of the trust are accounted for as assets and liabilities of the company, except for profit / loss on issue of shares to the employees and dividend received by trust which are directly adjusted in the Newgen ESOP Trust reserve.

Following table represents general terms of the grants for the ESOP outstanding as on 31 March 2025.

ESOP schemes	Grant Date	No. of Options Outstanding	Exercise Price	Weighted average remaining life	Vesting Period
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	1-Jul-2017	52,080	INR 31.50	1.25	4 years
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	1-Sep-2017	80,500	INR 31.50	1.42	4 years
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	1-Oct-2017	4,000	INR 31.50	1.50	4 years
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	25-Mar-2021	1,39,500	INR 31.50	4.98	4 years
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	17-Jan-2023	24,700	INR 31.50	6.80	4 years

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

ESOP schemes	Grant Date	No. of Options Outstanding	Exercise Price	Weighted average remaining life	Vesting Period
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	2-May-2023	9,000	INR 31.50	7.09	4 years
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	18-Jul-2024	43,000	INR 63.00	8.30	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	17-Jan-2023	12,96,474	INR 182.10	5.80	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	2-May-2023	2,28,530	INR 226.00	6.09	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	19-Jul-2023	1,05,040	INR 307.50	6.30	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	20-Mar-2024	3,28,600	INR 640.10	6.97	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	30-Apr-2024	1,63,950	INR 780.00	7.06	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	18-Jul-2024	37,400	INR 944.15	7.30	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	15-Oct-2024	5,14,550	INR 1,216.00	7.54	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	20-Jan-2025	69,050	INR 1,427.50	7.81	4 years

Following table represents general terms of the grants for the RSU outstanding as on 31 March 2025.

ESOP schemes	Grant Date	No. of Options Outstanding	Exercise Price	Weighted average remaining life	Vesting Period
Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021)	23-Dec-2021	22,27,024	INR 10.00	6.73	5 years
Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021)	2-Mar-2022	1,72,001	INR 10.00	6.92	5 years
Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021)	18-Oct-2022	70,000	INR 10.00	7.55	5 years
Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021)	2-May-2023	20,000	INR 10.00	8.09	5 years
Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021)	19-Jul-2023	40,000	INR 10.00	8.30	5 years

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B. Measurement of fair values

i. Equity-settled share-based payment arrangements

The fair value of the employee share options has been measured using the Black-Scholes formula. The fair value of options granted during the year and the inputs used in the measurement of the fair values of the equity-settled share based payment plans are as follows:

Particulars	Newgen ESOP 2014 Grant - VIII	Newgen ESOP 2022 Grant - V	Newgen ESOP 2022 Grant - VI	Newgen ESOP 2022 Grant - VII	Newgen ESOP 2022 Grant - VIII
Date of grant	18-Jul-2024	30-Apr-2024	18-Jul-2024	15-Oct-2024	20-Jan-2025
Fair value of options at grant date	955.03	439.45	535.76	688.34	809.21
Share price at grant date	1,049.05	866.45	1,049.05	1,350.85	1,586.10
Exercise price	63.00	780.00	944.15	1,216.00	1,427.50
Expected volatility (weighted-average)	46.04%	45.38%	46.04%	46.37%	46.39%
Expected life (weighted-average)	5 years	5 years	5 years	5 years	5 years
Expected dividends	0.85%	0.95%	0.85%	0.85%	0.85%
Risk-free interest rate (based on government bonds)	6.83%-6.84%	7.08%-7.12%	6.80%-6.84%	6.57%-6.65%	6.63%-6.67%

C. Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option programmes were as follows.

Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	Number of options 31 March 2025	Weighted average exercise price 31 March 2025	Number of options 31 March 2024	Weighted average exercise price 31 March 2024
Options outstanding as at the beginning of the year	4,25,180	INR 31.50	4,49,102	INR 31.50
Add: Options granted during the year	43,000	INR 63.00	5,000	INR 31.50
Add: Bonus issue during the year in (1:1)	-	INR 31.50	2,15,690	INR 31.50
Less: Options lapsed during the year	-	INR 31.50	24,880	INR 31.50
Less: Options exercised during the year	1,15,400	INR 31.50	2,19,732	INR 31.50
Options outstanding as at the year end	3,52,780	INR 35.34	4,25,180	INR 31.50
Exercisable as at year end	2,79,780		2,80,980	
Weighted - average contractual life	4.16 years		4.61 years	

Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021)	Number of options 31 March 2025	Weighted average exercise price 31 March 2025	Number of options 31 March 2024	Weighted average exercise price 31 March 2024
Options outstanding as at the beginning of the year	26,40,000	INR 10.00	13,05,000	INR 10.00
Add: Options granted during the year	-	INR 10.00	30,000	INR 10.00
Add: Bonus issue during the year in (1:1)	-	INR 10.00	13,20,000	INR 10.00
Less: Options lapsed during the year	6,000	INR 10.00	15,000	INR 10.00
Less: Options exercised during the year	1,04,975	INR 10.00	-	INR 10.00
Options outstanding as at the year end	25,29,025	INR 10.00	26,40,000	INR 10.00
Exercisable as at year end	11,47,025		-	
Weighted - average contractual life	6.80 years		7.80 years	

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Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
	31 March 2025	31 March 2025	31 March 2024	31 March 2024
Options outstanding as at the beginning of the year	24,05,927	INR 364.20	9,17,650	INR 182.10
Add: Options granted during the year	8,35,400	INR 780-INR 1427.50	6,13,400	INR 226-INR 640.10
Add: Bonus issue during the year in (1:1)	-	-	10,41,150	INR 182.10-INR 307.50
Less: Options lapsed during the year	2,84,480	INR 182.10-INR 1427.50	1,31,570	INR 182.10-INR 640.10
Less: Options exercised during the year	2,13,253	INR 182.10-INR 308	34,703	INR 182.10
Options outstanding as at the year end	27,43,594	INR 516.84	24,05,927	INR 364.20
Exercisable as at year end	2,90,714		1,31,737	
Weighted - average contractual life	6.46 years		7.05 years	

D. Expense recognised in Statement of Profit and Loss

For details on the employee benefits expense, refer note 29

36. Contingent liabilities and commitments (to the extent not provided for)

a) Claims against the company (including unasserted claims) not acknowledged as debt

Particulars	Assessment Year	31 March 2025	31 March 2024
Demands raised by the income tax authorities :			
- demand raised on account of inadmissible foreign withholding tax	2020-21	117.59	117.59
- demand raised on account of inadmissible foreign withholding tax	2021-22	67.55	67.55
Total		185.14	185.14

The assessing officer passed an order dated 29 September 2023 and 30 December 2023 under section 143(3) of the Income Tax Act, 1961 in respect inadmissible foreign withholding tax adjustment claimed as business expenditure under Sec 37 of Income Tax Act, 1961 amounting to INR 336.51 lakhs and INR 193.31 lakhs for assessment year 2020-21 and 2021-22 respectively. An appeal was filed with the commissioner of income tax (appeals) against the order of the assessing officer on 7 October 2023 and 23 January 2024 for assessment year 2020-21 and 2021-22 respectively and order of CIT(A) is awaited .

b) Capital Commitments

Particulars	31 March 2025	31 March 2024
Estimated amount of contracts remaining to be executed on capital account (net of advances)	-	422.57
Total	-	422.57

c) The Company is committed to operationally, technically and financially support the operations of its certain subsidiary companies.

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37. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum.

Disclosure in respect of the amounts payable to such enterprises as on 31 March 2025 and 31 March 2024 based on information received and available with the Company.

Particulars	31 March 2025	31 March 2024
Principal Amount*	341.41	746.60
Interest due thereon at the end of the accounting year.	14.40	27.46
the amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
the amount of interest due and payable for the year for delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006).	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
the amount of further interest remaining due and payable even in the succeeding years untill such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006.	-	-

* Includes INR 77.89 lakhs (31 March 2024 : INR 141.93 lakhs) on account of capital creditors.

38. After the reporting date the following dividend were proposed by the Board of Directors, subject to the approval of shareholders at Annual General Meeting; Accordingly, the dividends have not been recognised as liabilities.

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Final dividend of INR 5.00 per share (31 March 2024: INR 4.00 per share)	7,081.26	5,611.67

39. Utilisation of Corporate Social Responsibility expenses

As per Section 135 of the Companies Act 2013, read with guidelines issued by Department of Public Enterprises ("DPE"), the company is required to spend in every financial year atleast two percent of the average net profits of the company made during the three immediately preceeding financial years in accordance with its CSR policy. The details of CSR expenses for the year are as under:

Particulars	31 March 2025	31 March 2024
Amount required to be spend during the year	442.02	375.92
Amount of expenditure incurred		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	436.10	378.91
Amount of shortfall for the year	5.92	-
Amount of cumulative shortfall at the end of the year	-	-

The areas for CSR activities are promoting education, health care, sanitation, digital literacy and livelihood enhancement . The funds were primarily utilized through the year on the activities which are specified in Schedule VII of the Companies Act, 2013. There was cumulative excess amount spent on CSR amounting to INR 6.28 lakhs

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which has been adjusted in current financial year against shortfall of INR 5.92 lakhs. There is no unspent balance in respect of ongoing projects for which information is required to be disclosed.

40. The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under sections 92-92F of the Income-tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company has got the updated documentation for the international transactions entered into with the associated enterprises during the financial year. The management is of the opinion that its international transactions are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

41. Details of current Investments (refer note 10)

Particulars	Number of units as at		Amount in lakhs as at	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Investment in Debt mutual funds -FVTPL				
ABSL Crisil IBX Gilt Apr 2029 Index Fund Dir Growth	57,75,217.32	57,75,217.32	710.58	651.18
ABSL Government Securities Fund Growth-Regular	10,22,684.60	10,22,684.60	824.35	758.15
Bandhan CRISIL IBX Gilt June 2027 Index Fund Direct Plan-Growth	1,65,12,803.06	1,65,12,803.06	2,097.47	1,937.23
HDFC Nifty G-Sec Dec 2026 Index Fund-Direct-G	68,18,815.04	68,18,815.04	813.42	754.29
HDFC Nifty G-Sec Jul 2031 Index Fund-Direct-G	1,36,18,551.96	1,36,18,551.96	1,674.43	1,522.35
Bharat bonds ETF	20,000.00	20,000.00	295.37	270.91
HDFC Short Term Debt Fund-Growth option	9,75,997.08	-	315.10	-
ICICI Pru Short Term Direct-G	5,73,030.68	-	367.09	-
ICICI Prudential corporate bond fund	8,18,055.93	-	249.93	-
Nippon India Corporate Bond Fund Growth	1,97,338.46	-	121.29	-
SBI Short Term Debt Fund-Growth	14,17,986.28	-	472.35	-
Investment in Liquid mutual funds -FVTPL				
Aditya Birla Sun Life Money Manager Fund - Growth-Direct Plan	14,24,916.26	11,04,551.98	5,238.99	1,625.04
Canara Robeco Ultra Short Term Direct-G	39,219.44	25,921.90	1,555.03	805.75
DSP Ultra Short Direct-G	18,917.58	8,933.10	687.25	300.72
Edelweiss Money Market Direct-G	10,54,569.68	10,54,569.68	324.17	300.72
HDFC LIQUID Fund-DIRECT GROWTH	1,379.00	7,622.95	70.24	361.61
HDFC Low Duration Direct-G	21,10,649.71	10,62,535.07	1,293.19	537.03
ICICI Pru Savings Direct -G	4,49,528.40	1,21,384.95	2,425.75	408.81
Kotak Liquid Fund Direct Plan Growth	-	70,340.51	-	1,566.92
Kotak Money Market Fund - Direct Plan - Growth	82,432.94	63,954.89	3,664.49	2,636.55
Kotak Savings Direct-G	41,80,711.15	23,37,715.22	1,841.62	824.10
Nippon India Money Market Direct	8,106.39	13,128.13	334.14	486.61
Nippon India Ultra Short Duration Fund	4,814.72	25,070.79	209.67	1,010.89
Quant Liquid Direct-G	15,63,764.10	53,19,615.54	651.91	2,040.85
SBI Savings Direct-G	15,36,860.91	21,19,840.54	670.13	639.38
Tata Liquid Fund Direct Plan - Growth	-	90,088.94	-	1,227.89
Tata Money Market Fund Direct Plan - Growth	97,381.97	30,253.33	4,592.84	1,320.56
ICICI Prudential Liquid Direct Growth	55,315.56	-	212.35	-

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Particulars	Number of units as at		Amount in lakhs as at	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Investment in Hybrid mutual funds				
-FVTPL				
Canara Robeco Equity Hybrid Direct-G	3,00,913.50	1,75,492.77	1,138.33	607.22
DSP Equity & Bond Fund - Growth	2,98,607.76	1,55,312.74	1,140.54	501.93
HDFC Balanced Advantage Direct-G	1,89,987.67	1,76,813.51	1,005.04	856.01
ICICI Pru Balanced Advantage Direct-G	14,30,769.40	17,93,496.98	1,105.13	1,279.48
ICICI Prudential Equity & Debt Fund	1,37,544.58	1,95,852.75	561.64	726.34
Kotak Balanced Advantage Direct-G	65,21,238.89	26,44,536.53	1,368.68	505.61
SBI Balanced Advantage Fund-Growth	38,50,247.01	58,25,424.91	585.34	817.67
SBI Equity Hybrid Direct-G	1,61,377.58	2,11,518.49	499.73	584.39
Investment in Equity mutual funds -FVTPL				
HDFC Flexi Cap Fund	19,464.64	17,913.66	392.11	311.78
HDFC Index SnP BSE Sensex Direct	80,836.79	22,006.87	589.87	151.38
ICICI Pru Nifty Next 50 Index Direct-G	46,783.44	4,34,205.92	27.24	242.95
ICICI Prudential Blue-chip Fund	3,01,371.31	3,01,371.31	340.04	315.84
Kotak Equity Opportunities Direct-G	1,23,212.06	75,402.28	438.49	244.50
Nippon India Growth Direct-G	12,561.73	3,795.94	509.39	134.24
Nippon India Large Cap Fund	9,75,373.04	3,68,569.52	905.83	317.83
Quant Active Direct-G	59,954.98	30,905.25	380.47	205.12
Quant Small Cap Direct-G	44,056.67	32,723.97	109.46	80.70
SBI Banking & Financial Services Fund - Dir - Growth	4,66,481.64	8,35,112.68	200.69	302.61
SBI Contra Direct-G	1,67,546.22	57,144.15	654.27	206.58
HDFC Focused 30 Direct growth	70,203.46	-	169.77	-
HDFC small Cap Direct - G	1,17,153.13	-	161.17	-
ICICI Pru Nifty 50 Index Direct-G	1,32,300.19	-	324.15	-
Investment in government bonds-FVTOCI				
7.04% IRFC Bond 03/03/2026	15.00	15.00	152.24	155.06
8.40% IRFC 15YRS SR2A 18022029 (18-Feb-2029)	40,000.00	40,000.00	441.42	454.44
7.35% NHAI LTD Tax free Bond 15YRS SR2A Annual (11-Jan-2031)	2,15,000.00	2,15,000.00	2,354.06	2,408.84
8.54% PFC Tax free Bonds (Series 2A) 16/11/2028	16,500.00	16,500.00	181.69	187.29
8.3% NHAI Tax free Bonds 25/01/2027	30,000.00	30,000.00	314.93	324.94
8.63% IRFC Bonds 26/03/2029	22,000.00	22,000.00	245.04	252.64
8.10% IRFC Bonds 23/02/2027	87,000.00	87,000.00	912.06	939.49
7.34% IRFC Bonds 19/02/2028	1,30,000.00	1,30,000.00	1,366.38	1,396.47
6.4% REC limited SR 239 BD Bonds 03/11/2034	1,000.00	-	551.27	-
			50,839.62	36,498.89

42. Related party transactions

A. List of subsidiaries

Set out below is the list of subsidiaries:

Name of the company	Country of incorporation	Ownership interest	
		31 March 2025	31 March 2024
Newgen Software Inc.	United States of America	100%	100%
Newgen Software Technologies Pte Ltd.	Singapore	100%	100%

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Name of the company	Country of incorporation	Ownership interest	
		31 March 2025	31 March 2024
Newgen Software Technologies Canada Limited	Canada	100%	100%
Newgen Software Technologies (UK) Ltd.	United Kingdom	100%	100%
Newgen Software Technologies Pty Ltd.	Australia	100%	100%
Newgen Computers Technologies Limited	India	100%	100%
Newgen Software Technologies LLC	UAE	100%	100%
Newgen Software Technologies Company Limited	Saudi Arabia	100%	100%

The principal place of business of all the entities listed above is the same as the respective country of incorporation.

B. Transactions with Key Management Personnel

A number of key management personnel, or their related parties hold positions in other entities that result in them having control or significant influence over those entities.

Compensation of the Company's key managerial personnel includes salaries, non-cash benefits and contributions to post - employment defined benefit plan(see note 29)

Executive officers also participate in the Company's share option plan as per the conditions laid down in that scheme (see note 35).

List of key management personnel and their close members.*

Diwakar Nigam -	Chairman & Managing Director
T.S. Varadarajan -	Whole Time Director
Priyadarshini Nigam -	Whole Time Director
Arun Kumar Gupta -	Chief Financial Officer
Virender Jeet -	Chief Executive Officer
Surender Jeet Raj -	EVP Global Business Strategy & HR
Tarun Nandwani -	Chief Operating Officer
Usha Varadarajan -	Relative of Whole Time Director - T.S. Varadarajan
Aman Mourya-	Company Secretary

* Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity including:

- (a) that person's children, spouse or domestic partner, brother , sister, father and mother;
- (b) children of that person's spouse or domestic partner and
- (c) dependent of that person or that person's spouse or domestic partner.

List of non-executive and independent directors

Kaushik Dutta -	Independent Director#
Saurabh Srivastava -	Independent Director
Subramaniam R Iyer -	Independent Director
Padmaja Krishnan -	Independent Director
Sudhir Kumar Sethi -	Independent Director#

Mr. Kaushik Dutta worked till 8 July 2024 as Independent Director and Mr Sudhir Kumar Sethi joined as Independent Director on 30 July 2024.

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Key management personnel compensation

	Transaction value		Balance payable	
	For the year ended 31 March 2025	For the year ended 31 March 2024	As at 31 March 2025	As at 31 March 2024
Salaries, wages and bonus*	2,980.65	2,270.86	1,850.21	1,299.56
Diwakar Nigam	778.05	553.96	482.10	304.00
T.S. Varadarajan	429.58	301.05	289.26	182.40
Priyadarshini Nigam	261.74	179.83	192.84	121.60
Arun Kumar Gupta	188.12	164.15	96.10	75.80
Virender Jeet	475.29	399.70	297.39	234.48
Surender Jeet Raj	425.40	314.71	254.02	196.32
Tarun Nandwani	384.10	320.70	234.66	184.96
Aman Mourya	38.37	36.76	3.84	-
Dividend paid (excluding dividend distribution tax)	3,104.42	1,971.75	-	-
Diwakar Nigam	1,253.98	783.74	-	-
T.S. Varadarajan	1,200.74	750.47	-	-
Priyadarshini Nigam	525.58	328.49	-	-
Arun Kumar Gupta	1.65	2.04	-	-
Virender Jeet	19.70	14.81	-	-
Surender Jeet Raj	17.35	12.80	-	-
Tarun Nandwani	18.76	12.68	-	-
Usha Varadarajan	66.59	66.62	-	-
Aman Mourya	0.07	0.10	-	-

	Transaction value		Balance payable	
	For the year ended 31 March 2025	For the year ended 31 March 2024	As at 31 March 2025	As at 31 March 2024
Share-based payments	48.38	-	-	-
Surender Jeet Raj	48.38	-	-	-
Tarun Nandwani	-	-	-	-
Aman Mourya	-	-	-	-

*It includes share-based payments and commission but excludes provision for gratuity and compensated absences, as these are determined on the basis of actuarial valuation for the Company as a whole.

	Transaction value		Balance payable	
	For the year ended 31 March 2025	For the year ended 31 March 2024	As at 31 March 2025	As at 31 March 2024
Sitting fees to independent director	63.00	67.00	4.00	-
Kaushik Dutta	6.00	21.00	-	-
Saurabh Srivastava	16.00	15.00	1.00	-
Subramaniam R Iyer	20.00	21.00	1.00	-
Padmaja Krishnan	17.00	10.00	1.00	-
Sudhir Kumar Sethi	4.00	-	1.00	-

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	Transaction value		Balance payable	
	For the year ended 31 March 2025	For the year ended 31 March 2024	As at 31 March 2025	As at 31 March 2024
Commission to independent director	347.10	267.68	312.40	240.92
Kaushik Dutta	23.88	66.92	21.49	60.23
Saurabh Srivastava	88.04	66.92	79.24	60.23
Subramaniam R Iyer	88.04	66.92	79.24	60.23
Padmaja Krishnan	88.04	66.92	79.24	60.23
Sudhir Kumar Sethi	59.10	-	53.19	-

C. Related party transactions other than those with key management personnel

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

For the year ended 31 March 2025 and 31 March 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken at each reporting period."

	Transaction value		Balance receivable	
	For the year ended 31 March 2025	For the year ended 31 March 2024	As at 31 March 2025	As at 31 March 2024
Sale of products and services*				
Subsidiaries				
Newgen Software Inc., USA	22,985.40	18,120.11	-	-
Newgen Software Technologies Pte Ltd.	11,200.86	7,072.84	955.00	-
Newgen Software Technologies Canada Limited	102.00	179.97	-	-
Newgen Software Technologies (UK) Ltd.	1,413.36	1,849.46	-	210.46
Newgen Software Technologies LLC	2,743.90	3,843.47	-	-
Newgen Software Technologies Company Limited	7,072.18	982.74	-	-
* It includes contract assets as follows:				
Contract assets				
Newgen Software Inc., USA	5,179.90	3,211.21	-	-
Newgen Software Technologies Pte Ltd.	870.57	1,216.19	-	-
Newgen Software Technologies Canada Limited	102.00	-	-	-
Newgen Software Technologies (UK) Ltd.	494.09	282.06	-	-
Newgen Software Technologies LLC	1,869.70	771.87	-	-
Newgen Software Technologies Company Limited	5,960.68	982.74	-	-
Sale of services-back office support cost #				
Subsidiaries				
Newgen Software Inc., USA	208.79	180.00	-	-
Newgen Software Technologies Pte Ltd.	94.49	51.38	-	-
Newgen Software Technologies Canada Limited	22.41	47.11	-	-
Newgen Software Technologies (UK) Ltd.	13.20	9.99	-	-
Newgen Software Technologies Pty Ltd.	11.41	11.39	-	-
Newgen Software Technologies LLC	52.03	29.85	-	-
Newgen Software Technologies Company Limited	61.57	29.14	-	-
# It includes contract assets as follows:				

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Transaction value		Balance receivable	
	For the year ended 31 March 2025	For the year ended 31 March 2024	As at 31 March 2025	As at 31 March 2024
Contract assets				
Newgen Software Inc., USA	106.38	36.88	-	-
Newgen Software Technologies Pte Ltd.	49.67	17.32	-	-
Newgen Software Technologies Canada Limited	1.98	10.01	-	-
Newgen Software Technologies (UK) Ltd.	8.21	2.38	-	-
Newgen Software Technologies Pty Ltd.	1.90	-	-	-
Newgen Software Technologies LLC	11.84	9.18	-	-
Newgen Software Technologies Company Limited	17.11	29.14	-	-
Management Support Service Cost ^				
Newgen Software Inc., USA	615.90	422.93	-	-
Newgen Software Technologies Pte Ltd.	268.64	149.74	-	-
Newgen Software Technologies Canada Limited	28.50	25.22	-	-
Newgen Software Technologies (UK) Ltd.	44.00	47.21	-	-
Newgen Software Technologies Pty Ltd.	17.85	8.06	-	-
Newgen Software Technologies LLC	95.68	84.46	-	-
Newgen Software Technologies Company Limited	165.12	18.32	-	-
^ It includes contract assets as follows:				
Contract assets				
Newgen Software Inc., USA	166.20	73.31	-	-
Newgen Software Technologies Pte Ltd.	81.43	35.43	-	-
Newgen Software Technologies Canada Limited	5.75	3.16	-	-
Newgen Software Technologies (UK) Ltd.	13.19	10.61	-	-
Newgen Software Technologies Pty Ltd.	4.54	1.46	-	-
Newgen Software Technologies LLC	25.80	12.17	-	-
Newgen Software Technologies Company Limited	9.51	18.32	-	-
Compensation for transfer of employees				
Subsidiaries @				
Newgen Software Inc., USA	41.72	29.90	-	-
Newgen Software Technologies Pte Ltd.	93.66	20.07	-	-
Newgen Software Technologies Canada Limited	-	25.64	-	-
Newgen Software Technologies LLC	95.51	38.70	-	-
Newgen Software Technologies Company Limited	22.67	23.61	-	-
@ It includes contract assets as follows:				
Contract assets				
Newgen Software Inc., USA	7.69	-	-	-
Newgen Software Technologies Pte. Ltd.	26.77	20.07	-	-
Newgen Software Technologies LLC	-	-	-	-
Newgen Software Technologies Company Limited	10.66	23.61	-	-
Newgen Software Technologies Canada Limited	-	-	-	-

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	Transaction value		Balance receivable	
	For the year ended 31 March 2025	For the year ended 31 March 2024	As at 31 March 2025	As at 31 March 2024
Travel Reimbursement				
Subsidiary \$				
Newgen Software Technologies (UK) Ltd.	48.85	-	48.85	-
Rent Income				
Subsidiary				
Newgen Computers Technologies Limited	2.40	2.40	-	1.54

	Transaction value		Balance payable	
	For the year ended 31 March 2025	For the year ended 31 March 2024	As at 31 March 2025	As at 31 March 2024
Expense-Outsourced technical services @				
Subsidiaries				
Newgen Software Inc., USA	4963.31	5422.15	854.32	-
Newgen Software Technologies Pte Ltd.	1403.65	429.86	-	-
Newgen Software Technologies LLC	1,248.71	-	-	-
Newgen Software Technologies Company Limited	900.55	164.10	-	-
Expense-Marketing support services@				
Subsidiary				
Newgen Software Technologies Pty Ltd.	390.64	692.79	-	-
Newgen Software Technologies Canada Ltd.	-	116.81	-	-
@ It includes unbilled payable as follows:				
Unbilled payable				
Newgen Software Inc., USA	1,130.16	1,281.92	-	-
Newgen Software Technologies Pte Ltd.	565.13	182.80	-	-
Newgen Software Technologies Pty Ltd.	390.64	418.50	-	-
Newgen Software Technologies Canada Ltd.	-	116.81	-	-
Newgen Software Technologies LLC	788.39	-	-	-
Newgen Software Technologies Company Limited	563.40	164.10	-	-
Rent expense				
Subsidiary				
Newgen Computers Technologies Limited	7.92	7.92	-	-
Paid on behalf of				
Subsidiary				
Newgen Computers Technologies Limited	2.29	1.09	-	-
Newgen Software Technologies Company Limited	-	28.24	-	-

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Transaction value		Balance payable	
	For the year ended 31 March 2025	For the year ended 31 March 2024	As at 31 March 2025	As at 31 March 2024
Bank Guarantee issued on behalf of				
Subsidiary				
Newgen Software Technologies LLC	111.06	123.89	-	-
Investment in subsidiaries - share based	182.36	300.42	-	-
payment				
Newgen Software Inc., USA	119.27	200.68	-	-
Newgen Software Technologies Pte Ltd.	18.46	35.17	-	-
Newgen Software Technologies Canada Limited	11.48	13.13	-	-
Newgen Software Technologies (UK) Ltd.	9.58	19.28	-	-
Newgen Software Technologies Pty Ltd.	16.41	32.16	-	-
Newgen Software Technologies LLC	4.85	-	-	-
Newgen Software Technologies Company Limited	2.31	-	-	-

D. Investment in subsidiaries

Subsidiary Company	As at 31 March 2025	As at 31 March 2024
Newgen Software Inc. USA	1,021.56	902.29
Newgen Software Technologies Canada Limited	92.35	80.87
Newgen Software Technologies Pte. Ltd.	177.93	159.47
Newgen Computers Technologies Limited	46.50	46.50
Newgen Software Technologies (UK) Ltd.	226.37	216.79
Newgen Software Technologies Pty Ltd.	570.91	554.50
Newgen Software Technologies LLC	680.15	675.30
Newgen Software Technologies Company Limited	224.79	222.48
	3,040.56	2,858.20

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to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

43. Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

31 March 2025	Note	Carrying amount			Total	Fair value			
		FVTPL	FVTOCI	Amortised Cost		Level 1	Level 2	Level 3	Total
Financial assets									
Financial assets measured at fair value									
Investments in mutual funds	10	44,320.53	-	-	44,320.53	44,320.53	-	-	44,320.53
Investments in bonds	10	-	6,519.09	-	6,519.09	6,519.09	-	-	6,519.09
Financial assets not measured at fair value									
Other non-current financial asset	7	-	-	9,092.31	9,092.31	-	-	-	-
Trade receivables	11	-	-	36,077.43	36,077.43	-	-	-	-
Cash and cash equivalents	12	-	-	4,504.64	4,504.64	-	-	-	-
Bank balances other than cash and cash equivalents	13	-	-	20,139.43	20,139.43	-	-	-	-
Loans	14	-	-	53.11	53.11	-	-	-	-
Other financial assets	15	-	-	1,857.44	1,857.44	-	-	-	-
		44,320.53	6,519.09	71,724.36	1,22,563.98	50,839.62	-	-	50,839.62
Financial liabilities									
Financial liabilities not measured at fair value									
Lease liabilities	19	-	-	4,849.25	4,849.25	-	-	-	-
Trade payables	22	-	-	8,368.88	8,368.88	-	-	-	-
Other financial liabilities	23	-	-	5,177.53	5,177.53	-	-	-	-
		-	-	18,395.66	18,395.66	-	-	-	-

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

31 March 2024	Note	Carrying amount			Fair value				
		FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets									
Financial assets measured at fair value									
Investments in mutual funds		30,379.72	-	-	30,379.72	30,379.72	-	-	30,379.72
Investments in bonds	10	-	6,119.17	-	6,119.17	6,119.17	-	-	6,119.17
Financial assets not measured at fair value									
Other non-current financial asset		-	-	8,371.40	8,371.40	-	-	-	-
Trade receivables	7	-	-	31,535.97	31,535.97	-	-	-	-
Cash and cash equivalents	11	-	-	4,990.98	4,990.98	-	-	-	-
Bank balances other than cash and cash equivalents	12	-	-	20,022.60	20,022.60	-	-	-	-
Loans	13	-	-	11.73	11.73	-	-	-	-
Other financial assets	14	-	-	2,218.59	2,218.59	-	-	-	-
	15	30,379.72	6,119.17	67,151.27	1,03,650.16	36,498.89	-	-	36,498.89
Financial liabilities									
Financial liabilities not measured at fair value									
Lease liabilities	19	-	-	3,948.78	3,948.78	-	-	-	-
Borrowings	20	-	-	219.92	219.92	-	-	-	-
Trade payables	22	-	-	6,195.27	6,195.27	-	-	-	-
Other financial liabilities	23	-	-	4,720.30	4,720.30	-	-	-	-
		-	-	15,084.27	15,084.27	-	-	-	-

The fair value of trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, loans, other current financial assets, current borrowings, trade payables and other current financial liabilities approximate their carrying amounts, due to their short-term nature. Fair value of bank deposits included in non-current other financial assets are equivalent to their carrying amount, as the interest rate on them is equivalent to market rate.

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

B. Measurement of fair values

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable inputs

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Particulars	Fair value hierarchy	Valuation technique	Significant unobservable inputs	Inter-relationship between unobservable inputs and fair value measurement
Financial assets measured at FVTPL				
Investments in mutual funds	Level 1	Market valuation technique: Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house, quoted price of equity shares in the stock exchange etc.	Not applicable	Not applicable
Financial assets measured at FVTOCI				
Investments in bonds	Level 1	Market valuation technique: The fair value of bonds is based on direct and market observable inputs.	Not applicable	Not applicable

There have been no transfers in either direction for the years ended 31 March 2025 and 31 March 2024.

C. Financial risk management

The Company's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk.

i. Risk management framework

The Company's board of directors has framed a Risk Management Policy and plan for enabling the Company to identify elements of risk as contemplated by the provisions of the Section 134 of the Companies Act 2013. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit.

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises partially from the Company's receivables from customers, loans and investment in debt securities. The carrying amount of financial assets represent the maximum credit risk exposure. The Company has credit policies in place and the exposures to these credit risks are monitored on an ongoing basis.

The carrying amount of financial assets represent the maximum credit risk exposure. The maximum exposure to credit risk at the reporting was:

Particulars	As at 31 March 2025	As at 31 March 2024
Other financial assets-non current	9,092.31	8,371.40
Investments	50,839.62	36,498.89
Trade receivables	36,077.43	31,535.97
Loans	53.11	11.73
Cash and cash equivalents	4,504.64	4,990.98
Bank balances other than cash and cash equivalents	20,139.43	20,022.60
Other financial assets-current	1,857.44	2,218.59
	1,22,563.98	1,03,650.16

To cater to the credit risk for investments in mutual funds and bonds, only high rated mutual funds/bonds are accepted.

The Company has given security deposits to vendors for rental deposits for office properties, securing services from them, government departments. The Company does not expect any default from these parties and accordingly the risk of default is negligible or nil.

Trade receivables and contract assets are typically unsecured and derived from revenue earned from customers primarily located in India, USA, EMEA and APAC.

Credit risk has always been managed by the Company through credit approval, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit term in normal course of business. Credit limits are established for each customers and received quarterly.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, industry and existence of previous financial difficulties, if any.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables. An impairment analysis is performed at each reporting date.

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

The Company's exposure to credit risk for trade receivables by geographic region is as follows

	Carrying amount	
	As at 31 March 2025	As at 31 March 2024
India	16,342.94	13,646.56
USA	31.87	-
EMEA	13,827.96	15,206.66
APAC	5,874.66	2,682.75
	36,077.43	31,535.97

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables from individual customers:

As at 31 March 2025	Gross carrying amount	Weighted-average loss rate	Loss allowance
0-3 months past due	30,976.39	2.17%	671.48
3-6 months past due	1,548.32	9.24%	143.07
6-9 months past due	2,786.45	22.46%	625.86
9-12 months past due	1,908.38	36.28%	692.36
12-15 months past due	1,493.54	60.09%	897.43
15-18 months past due	406.03	67.77%	275.16
18-21 months past due	1,376.75	82.96%	1,142.10
21-24 months past due	129.66	85.55%	110.92
above 24 months past due	1,957.15	99.47%	1,946.86
	42,582.67		6,505.24

As at 31 March 2024	Gross carrying amount	Weighted-average loss rate	Loss allowance
0-3 months past due	25,540.12	2.02%	515.90
3-6 months past due	4,421.39	8.63%	381.63
6-9 months past due	1,425.69	19.87%	283.25
9-12 months past due	336.50	23.68%	79.69
12-15 months past due	667.04	42.02%	280.27
15-18 months past due	1,128.01	60.49%	682.36
18-21 months past due	64.02	68.48%	43.84
21-24 months past due	164.04	69.65%	114.25
above 24 months past due	1,394.93	87.79%	1,224.58
	35,141.74		3,605.77

Ageing for expected credit loss has been considered from invoice date

Particulars	
Balance as at 1 April 2023	3,909.77
Impairment loss recognised	2,406.37
Amounts written off	2,710.37

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Particulars	
Balance as at 31 March 2024	3,605.77
Impairment loss recognised	2,899.47
Amounts written off	-
Balance as at 31 March 2025	6,505.24

For movement of loss allowance on contract assets refer note 16A

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Debt securities

The Company limits its exposure to credit risk by investing only in liquid debt securities and only with counterparties that have a credit rating AA to AAA from renowned rating agencies.

The Company monitors changes in credit risk by tracking published external credit ratings. For its investment in bonds, Company also reviews changes in government bond yields together with available press and regulatory information about issuers

The exposure to credit risk for debt securities at FVTOCI and at FVTPL is as follows:-

	Net carrying amount	
	As at 31 March 2025	As at 31 March 2024
India	50,839.62	36,498.89
	50,839.62	36,498.89

Basis experienced credit judgement, no risk of loss is indicative on Company's investment in mutual funds and government bonds.

Cash and cash equivalents and bank balances other than cash and cash equivalents

The Company held cash and cash equivalents of INR 4,504.64 lakhs at 31 March 2025 (31 March 2024: INR 4,990.98 lakhs) and bank balances other than cash and cash equivalents of INR 20,139.43 lakhs as at 31 March 2025 (31 March 2024: INR 20,022.60 lakhs). The cash and cash equivalents are held with bank and financial institution counterparties, which are rated AA- to AAA, based on renowned rating agencies.

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

The Company's primary sources of liquidity include cash and bank balances, deposits, undrawn borrowings and cash flow from operating activities. As at 31 March 2025, the Company had a working capital of INR 108,931.68 lakhs (31 March 2024: INR 82,748.05 lakhs) including cash and cash equivalent of INR 4,504.64 lakhs (31 March 2024: INR 4,990.98 lakhs), bank balances other than cash and cash equivalents of INR 20,139.43 lakhs (31 March 2024: 20,022.60 lakhs) and current investments of INR 50,839.62 lakhs (31 March 2024: INR 36,498.89 lakhs).

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Consequently, the Company believes its revenue, along with proceeds from financing activities will continue to provide the necessary funds to cover its short term liquidity needs. In addition, the Company projects cash flows and considering the level of liquid assets necessary to meet liquidity requirement.

In addition, the Company had access to the following undrawn borrowing facilities at the end of the reporting year

Particulars	Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
As at 31 March 2025	5,760.53	-	5,760.53			
As at 31 March 2024	6,448.52	-	6,448.52	-	-	-

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

31 March 2025	Contractual cash flows						
	Carrying amount	Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Finance lease obligations (including current maturities)	4,849.25	10,657.78	301.85	1,472.53	1,401.09	2,543.90	4,938.41
Unpaid dividends	11.83	11.83	11.83	-	-	-	-
Employee related payables	4,968.44	4,968.44	190.00	4,535.67	242.77	-	-
Trade and other payables	8,368.88	8,368.88	7,263.06	1,105.82	-	-	-
Earnest money deposits	1.00	1.00	-	1.00	-	-	-
Payable for capital assets	83.83	83.83	83.83	-	-	-	-
Total	18,283.23	24,091.76	7,850.57	7,115.02	1,643.86	2,543.90	4,938.41

31 March 2024	Contractual cash flows						
	Carrying amount	Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Finance lease obligations (including current maturities)	3,948.78	9,352.33	213.86	1,064.77	1,055.80	1,919.32	5,098.58
Borrowings	219.92	234.24	-	234.24	-	-	-
Unpaid dividends	8.73	8.73	8.73	-	-	-	-
Employee related payables	4,391.42	4,391.42	195.18	4,037.21	159.03	-	-
Trade and other payables	6,195.27	6,195.27	4,924.06	1,271.21	-	-	-
Earnest money deposits	1.00	1.00	-	1.00	-	-	-
Payable for capital assets	319.15	319.15	319.15	-	-	-	-
Total	15,084.27	20,502.14	5,660.98	6,608.43	1,214.83	1,919.32	5,098.58

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iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of our investments. Thus, our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

v. Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is exposed to currency risk on account of its receivables and other payables in foreign currency. The functional currency of the Company is Indian Rupee. The Management endeavours to minimize economic and transactional exposures arising from currency movements against the US Dollar, Euro, Great Britain Pound, Canadian dollar, United Arab Emirates Dhiram, Saudi Riyal, Singapore dollar, Australian dollar and Malaysian Ringgit making all the US dollar payments through EEFC account for avoiding exchange risk. The Company manages the risk by netting off naturally-occurring opposite exposures wherever possible, and then dealing with any material residual foreign currency exchange risks if any.

The Company has entered into foreign exchange forward contracts to mitigate the risks involved in foreign exchange transactions and has booked forward contracts for USD 39.00 million during the year from April 2024 to March 2025. The hedging loss of INR 278.13 lakhs is on account of mark to market loss (realised loss is INR 97.23 lakhs, unrealised loss is INR 112.43 lakhs and loss of INR 68.47 lakhs on account of reversal of last year mark to market loss) on foreign exchange forward contracts which do not qualify for hedge accounting as per Ind As-109, have been recognized in the profit and loss account in the financial statement for the year ended 31 March 2025.

Exposure to currency risk

The currency profile of financial assets and financial liabilities as at 31 March 2025 and 31 March 2024 are as below:

Particulars	Currency	31 March 2025		31 March 2024	
		Amount in foreign currency (lakhs)	Amount in local currency (lakhs)	Amount in foreign currency (lakhs)	Amount in local currency (lakhs)
Financial assets					
Trade and other receivables*					
	USD	273.76	23,387.65	236.97	19,751.24
	AED	-	-	0.65	14.70
	EUR	0.82	75.69	0.49	44.11
	GBP	-	-	2.00	210.46
	SGD	15.00	955.05	-	-
	MYR	4.74	91.34	0.39	6.89
Bank balance-Dubai	AED	-	-	7.97	180.76
Bank balance-EEFC	USD	13.71	1,171.35	24.59	2,049.26
Financial liabilities					
Trade and other payables					
	USD	(38.10)	(3,233.55)	(39.56)	(3,258.75)
	SGD	(9.58)	(609.72)	(3.09)	(190.71)
	SAR	(24.73)	(563.40)	(8.55)	(189.46)
	EUR	(0.07)	(6.24)	(0.18)	(16.75)
	AUD	(7.32)	(390.64)	(7.70)	(418.50)
	AED	(33.89)	(788.39)	-	-
	CAD	-	-	(1.90)	(116.81)
	GBP	(0.02)	(2.38)	-	-

* gross of loss allowance

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Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against US Dollar, Euro, Great Britain Pound, Canadian dollar, United Arab Emirates Dhiram, Saudi Riyal, Singapore Dollar, Australian Dollar and Malaysian Ringgit at reporting date would have affected the measurement of financial instruments denominated in foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect in Lakhs of INR	For the year ended 31 March 2025		For the year ended 31 March 2024	
	Strengthening	Weakening	Strengthening	Weakening
	5 % movement		5 % movement	
USD	1,065.20	(1,065.20)	925.16	(925.16)
EUR	3.47	(3.47)	1.39	(1.39)
GBP	(0.13)	0.13	10.52	(10.52)
CAD	-	-	(5.84)	5.84
SGD	17.26	(17.26)	(9.54)	9.54
AED	(39.41)	39.41	9.77	(9.77)
SAR	(28.17)	28.17	(9.51)	9.51
MYR	4.57	(4.57)	0.34	(0.34)
AUD	(19.53)	19.53	(20.93)	20.93
	1,003.26	(1,003.26)	901.36	(901.36)

II. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

a) Exposure to interest rate risk

The Company is exposed to both fair value interest rate risk as well as cash flow interest rate risk arising both on short-term and long-term floating rate instruments.

The interest rate profile of the Company's interest-bearing financial instruments is as follows:

	Nominal amount in INR	
	31 March 2025	31 March 2024
Fixed-rate instruments		
Financial assets	34,433.07	34,909.04
Financial liabilities	4,849.25	4,168.70
Total	39,282.32	39,077.74

There is no balance in variable rate instruments.

b) Sensitivity analysis

Fair value sensitivity analysis for fixed-rate instruments

The Company accounts for investments in government and other bonds as fair value through other comprehensive income. Therefore, a change in interest rate at the reporting date would have impact on equity.

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity by INR 42.41 lakhs after tax (31 March 2024: INR 39.81 lakhs) and PBT by INR 65.19 lakhs (31 March 2024: INR 61.19 lakhs).

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Cash flow sensitivity analysis for variable-rate instruments

There is no variable rate linked instrument and therefore, there is no cash flow sensitivity.

Market price risk

a) Exposure

The Company's exposure to mutual funds and bonds price risk arises from investments held by the Company and classified in the balance sheet as fair value through profit and loss and at fair value through other comprehensive income respectively.

To manage its price risk arising from investments, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company."

b) Sensitivity analysis

Company is having investment in mutual funds, government bonds, other bonds and investment in subsidiaries.

For such investments classified at Fair value through other comprehensive income, a 2% increase in their fair value at the reporting date would have increased equity by INR 84.82 lakhs after tax (31 March, 2024: INR 79.62 lakhs) and PBT by INR 130.38 lakhs (31 March, 2024: INR 122.38 lakhs). An equal change in the opposite direction would have decreased equity by INR 84.82 lakhs after tax (31 March, 2024: INR 79.62 lakhs) and PBT by INR 130.38 lakhs (31 March, 2024: INR 122.38 lakhs).

For such investments classified at Fair value through profit or loss, the impact of a 2% increase in their fair value at the reporting date on profit or loss would have been an increase of INR 576.70 lakhs after tax (31 March, 2024: INR 391.78 lakhs) and PBT by INR 886.41 lakhs (31 March, 2024: INR 602.18 lakhs) . An equal change in the opposite direction would have decreased profit or loss by INR 576.70 lakhs after tax (31 March, 2024: INR 391.78 lakhs) and PBT by INR 886.41 lakhs (31 March, 2024: INR 602.18 lakhs)

44. Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to equity shareholders.

The Company manages its capital structure and makes adjustments to it as and when required. To maintain or adjust the capital structure, the company may pay dividend or repay debts, raise new debt or issue new shares. No major changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2025 and 31 March 2024.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities comprising interest bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity

The Company capital consists of equity attributable to equity holders that includes equity share capital and retained earnings.

	As at 31 March 2025	As at 31 March 2024
Total liabilities	4,849.25	4,168.70
Less: Cash & Cash equivalent	4,504.64	4,990.98
Adjusted net debt (a)	344.61	(822.28)
Total equity (b)	1,41,310.65	1,14,757.71
Total equity and net debt (a+b) = c	1,41,655.26	1,13,935.43
Capital gearing ratio (a/c)	0.24%	(0.72%)

As a part of its capital management policy the Company ensures compliance with all covenants and other capital requirements related to its contractual obligations.

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

45. Segment reporting

A. Basis for segmentation

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available.

The Company's board of directors have been identified as the Chief Operating Decision Makers (CODM) since they are responsible for all major decisions in respect of allocation of resources and assessment of the performance on the basis of the internal reports/ information provided by functional heads. The board examines the performance of the Company based on such internal reports which are based on operations in various geographies and accordingly, have identified the following reportable segments:

- India
- Europe, Middle East and Africa (EMEA)
- Asia Pacific and Australia (APAC)
- United States of America (USA)

B. Information about reportable segments

Year ended 31 March 2025

Particulars	Reportable segments				
	India	EMEA	APAC	USA	Total Segment
Revenue					
External revenue	45,868.41	44,865.87	20,625.16	24,075.95	1,35,435.39
Inter-segment revenue	-	-	-	-	-
Total Segment Revenue	45,868.41	44,865.87	20,625.16	24,075.95	1,35,435.39
Employee Benefit Expense	31,936.51	14,748.26	6,245.92	8,723.78	61,654.47
Segment profit before Income tax	7,216.62	14,403.24	7,624.37	6,086.29	35,330.52
Segment assets	25,665.53	26,902.26	8,338.63	8,177.27	69,083.69
Segment liabilities	11,768.04	11,751.21	4,396.50	3,610.37	31,526.12
Capital expenditure during the year	2,352.41	-	-	-	2,352.41

Year ended 31 March 2024

Particulars	Reportable segments				
	India	EMEA	APAC	USA	Total Segment
Revenue					
External revenue	40,188.55	41,414.54	12,658.31	19,350.53	1,13,611.93
Inter-segment revenue	-	-	-	-	-
Total Segment Revenue	40,188.55	41,414.54	12,658.31	19,350.53	1,13,611.93
Employee Benefit Expense	26,228.24	14,829.95	5,196.60	7,676.68	53,931.47
Segment profit before Income tax	8,135.25	13,850.68	2,861.43	2,452.39	27,299.75
Segment assets	20,009.26	20,706.38	5,355.25	5,737.22	51,808.11
Segment liabilities	10,432.45	10,952.56	3,395.87	3,272.31	28,053.19
Capital expenditure during the year	1,368.89	-	-	-	1,368.89

C. Reconciliations of information on reportable segments to Ind AS

	For the year ended 31 March 2025	For the year ended 31 March 2024
(a) Revenue*		
Total revenue for reportable segments	1,35,435.39	1,13,611.93
Elimination of inter-segment revenue	-	-
Total revenue	1,35,435.39	1,13,611.93

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	For the year ended 31 March 2025	For the year ended 31 March 2024
(b) Profit before tax		
Total profit before tax for reportable segments	35,330.52	27,299.75
Unallocated amounts:		
- Unallocated income	5,967.66	4,550.01
- Other corporate expenses	3,995.37	3,414.71
Total profit before tax from operations	37,302.81	28,435.05
(c) Assets		
Total assets for reportable segments	69,083.69	51,808.11
Other unallocated amounts	1,15,037.48	99,504.35
Total assets	1,84,121.17	1,51,312.46
(d) Liabilities		
Total liabilities for reportable segments	31,526.12	28,053.19
Other unallocated amounts	11,284.40	8,501.56
Total liabilities	42,810.52	36,554.75

* For information about products & services, refer Note 27.

D. Information about major customers

No customer individually accounted for more than 10% of the revenues in the year ended 31 March 2025 and 31 March 2024.

E. Unallocated assets, liabilities, revenue and expenses

Certain assets, liabilities, revenue and expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company believes that it is not practicable to provide segment disclosures relating to such assets, liabilities, revenue and expenses and accordingly such assets, liabilities, revenue and expenses are separately disclosed as 'unallocated'.

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

46. Ratios as per Schedule III requirements

Ratio	Numerator	Denominator	Unit	31-Mar-25	31-Mar-24	% variance	Reason for variance
Current ratio	Current assets	Current liabilities	Times	4.21	3.87	8.75%	-
Debt- Equity Ratio	Total Debt (refer note 1 below)	Shareholder's Equity	Times	0.03	0.04	(5.53%)	-
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non- cash operating expenses (refer note 2 below)	Debt service (refer note 3 below)	Times	26.14	24.38	7.23%	-
Return on Equity ratio	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	%	22.91%	22.93%	(0.12%)	-
Inventory Turnover ratio	Cost of goods sold	Average Inventory	Times	NA	NA	NA	Not applicable for the business of the company
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return (refer note 4 below)	Average Trade Receivable	Times	3.65	3.63	0.40%	-
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	Times	NA	NA	NA	Not applicable for the business of the company
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	Times	1.24	1.37	(9.45%)	-
Net Profit ratio	Net Profit	Net sales = Total sales - sales return	%	21.65%	20.89%	3.66%	-
Return on Capital Employed	Earnings before interest and taxes(refer note 5 below)	Capital Employed (refer note 6 below)	%	24.26%	23.14%	4.83%	-
Return on Investment	Interest (Finance Income)	Average Investment	%	7.26%	7.95%	(8.69%)	-

Notes:

1. Total debts consists of borrowings and lease liabilities.
2. Earning available for debt services=profit for the year + depreciation, amortization and impairment + finance cost + provision for doubtful debts + share based payment to employees + non cash charges.
3. Debt service = Interest + payment for lease liabilities + principal repayments.
4. Credit sales = Total Revenue + opening contract assets - closing contract assets - opening deferred revenue + closing deferred revenue.

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

5. Earnings before interest and taxes = profit before tax + finance cost - other income
6. Capital Employed = Average tangible net worth + Total debt + Deferred tax.
7. Average is calculated on the basis of opening and closing balances.

Schedule III require explanation where the change in the ratio is more than 25% as compared to the preceding year. Since there are no instances where the change is more than 25% , hence no explanation is given.

47. As at 31 March 2025, the Company has gross foreign currency receivables amounting to INR 24,509.73 lakhs (previous year INR 20,027.40 lakhs). Out of these receivables, INR 5,108.22 lakhs (previous year INR 1,955.12 lakhs) is outstanding for more than 9 months. As per FED Master Direction No. 16/2015-16, receipt for export goods should be realized within a period of 9 months from the date of export. The Company must file extension with AD Bank & as per the requirements, in one calendar year, the Company is allowed to seek extension for an amount equivalent to USD one million or 10% of the average export collection of the last 3 years only, whichever is higher and pursuant to the same, the company has applied for an extension of all the foreign currency receivables outstanding for more than 6 months. The management is of the view that the Company will be able to obtain approvals from the authorities for realizing such funds beyond the stipulated timeline without levy of any penalties as it had Bonafide reasons that caused the delays in realization.

48. Other statutory informations

- i. The Company do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii The Company do not have any transactions with companies struck off.
- iii The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vii The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii The company has sanctioned working capital amounts from banks on the basis of security of Trade Receivables and Fixed Deposits. The quarterly returns being filed by company with banks are in line with the books of accounts.
- ix All title deeds of Immovable Property are held in the name of the Company.
- x The Company has not defaulted on any of the loan taken from banks, financial institutions or other lender.

Notes

to the standalone financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

xi The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

xii The Company has complied with the number of layers prescribed under Companies Act, 2013.

49. Previous period's figures have been regrouped/reclassified wherever necessary to correspond with the current period's classification/disclosure, which are not considered material to these financial statements.

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

Ankit Mehra

Partner

Membership No.: 507429

Place: Gurugram

Date: 02-May-2025

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Diwakar Nigam

Chairman &
Managing Director

DIN: 00263222

Place: Delhi

Date: 02-May-2025

T.S.Varadarajan

Whole Time Director

DIN: 00263115

Place: Delhi

Date: 02-May-2025

Virender Jeet

Chief Executive Officer

PAN: AAOPJ2433N

Place: Delhi

Date: 02-May-2025

Arun Kumar Gupta

Chief Financial Officer

Membership No: 056859

Place: Delhi

Date: 02-May-2025

Aman Mourya

Company Secretary

Membership No: F9975

Place: Delhi

Date: 02-May-2025

Independent Auditor’s Report

To
The Members of
Newgen Software Technologies Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of **Newgen Software Technologies Limited** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March 2025, and their consolidated profit (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
A. Revenue recognition for software implementation services Refer Note 3(i)(ii) for material accounting policy information and 26 of notes forming part of the Consolidated Financial Statements.	Our audit work included but was not restricted to the following procedures: a) Obtained an understanding of the systems, processes and controls implemented by management for recording revenue, and the associated contract assets, unearned revenue balances. b) Evaluated the appropriateness of accounting policy adopted by the management in accordance with the requirements of Ind AS 115.

Key audit matter	How our audit addressed the key audit matter
<p>The Group earns revenue from software implementation services wherein it has entered into various fixed-price contracts, for which revenue is recognised by the Group using the percentage of completion computed as per the Input method prescribed under Ind AS 115, Revenue from Contracts with Customers ('Ind AS 115'). Revenue recognition in such contracts involves exercise of significant judgement by the management and the following factors requiring significant auditor attention</p> <ul style="list-style-type: none"> • High estimation uncertainty relating to determination of the progress of each contract, efforts incurred till date and additional efforts required to complete satisfaction of the performance obligation • Determination of contract assets and unearned revenue related to these contracts as at the end of reporting period <p>Considering the materiality of the amounts involved and significant degree of judgement and subjectivity involved in the estimates as mentioned above, we have identified revenue recognition from fixed price contracts as a key audit matter.</p>	<p>c) Tested the design and operating effectiveness of related manual controls and involved auditor's experts to assess key information technology (IT) controls over the IT environment in which the business systems operate, including access controls, segregation of duties, program change controls, program development controls and IT operation controls;</p> <p>d) Selected a sample of contracts and performed the following procedures:</p> <ul style="list-style-type: none"> • Inspected key terms, including price, deliverables, timetable and milestones set out in the contract for selected sample of contracts and identified the distinct performance obligations. • Tested project management tool for budgeted efforts and related percentage completion milestones and establishing accuracy of milestones based on actualisation of efforts for delivered projects. • Tested the details of activities completed as provided by the project head and confirmation/ acceptance of completion of such activities by the customer. • Performed a retrospective review of efforts incurred with estimated efforts to identify significant variations, if any and verified whether those variations have been considered in estimating the remaining efforts to complete the contract. • Tested the mathematical accuracy of the workings performed by the management to determine amount recognised as revenue during the current year and resultant contract assets/unearned revenue outstanding as at year end. <p>e) Evaluated the appropriateness of disclosures made in the financial statements with respect to revenue recognised during the year as required by applicable Indian Accounting Standards.</p>

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.
8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial

statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
 14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. We did not audit the financial statements of 7 subsidiaries, whose financial statements reflects total assets of ₹ 22,410.81 lacs as at 31 March 2025, total revenues of ₹34,854.01 lacs and net cash inflows amounting to ₹ 914.40 lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

Further, of these subsidiaries, 6 subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiaries located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act, based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 15, on separate financial statements of the subsidiaries, we report that the Holding Company, incorporated in India whose financial statements have been audited under the Act have paid remuneration to their

respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that 1 subsidiary, incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary.

17. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued by us and by the respective other auditor as mentioned in paragraph 15 above, of companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.
18. As required by section 143(3) of the Act, based on our audit and on the consideration of the report of the other auditor on separate financial statements and other financial information of the subsidiary incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor;
 - c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
 - e) On the basis of the written representations received from the directors of the Holding Company and the report of the statutory auditor of its subsidiary, covered under the Act, none of the directors of the Holding Company and its subsidiary, are disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' wherein we have expressed an unmodified opinion; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on separate financial statements and other financial information of the subsidiary incorporated in India whose financial statements have been audited under the Act:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, as detailed in Note 35 to the consolidated financial statements;
 - ii. The Holding Company, its subsidiary, did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary covered under the Act, during the year ended 31 March 2025;
 - iv. a. The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary respectively that, to the best of their knowledge and belief, on the date of this audit report as disclosed in note 46 (v) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary, to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in

- other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
- b. The respective managements of the Holding Company and its subsidiary incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiary respectively that, to the best of their knowledge and belief, on the date of this audit report as disclosed in the note 46(vi) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary, from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed by us and that performed by the auditor of the subsidiary, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditor to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The final dividend paid by the Holding Company during the year ended 31 March 2025 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend and as stated in note 37 to the accompanying consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year ended 31 March 2025 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Based on our examination which included test checks and that performed by the respective auditor of the subsidiary, the Holding Company and its subsidiary, in respect of financial year commencing on or after 1 April 2024, have used an accounting software for maintaining their books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and respective auditor of the above referred subsidiary did not come across any instance of audit trail feature being tampered with. Furthermore, the audit trail has been preserved by the Holding Company and above referred subsidiary as per the statutory requirements for record retention.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Ankit Mehra

Partner

Place: Gurugram

Date: 2 May 2025

Membership No.: 507429

UDIN: 25507429BMIXFB7853

Annexure 1

List of entities included in the Statement

- | | |
|--|---|
| 1. Newgen Software Inc. | 5. Newgen Software Technologies Canada, Ltd |
| 2. Newgen Computers Technologies Limited | 6. Newgen Software Technologies Pty Ltd |
| 3. Newgen Software Technologies PTE. Ltd | 7. Newgen Software Technologies L.L.C. |
| 4. Newgen Software Technologies (UK) Limited | 8. Newgen Software Technologies Company Limited |

Annexure II

Independent Auditor's Report on the internal financial controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of Newgen Software Technologies Limited ('the Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as 'the Group') as at and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary company, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company as aforesaid.

Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the report of the other auditor on internal financial controls with reference to financial statements of

the subsidiary company, the Holding Company and its subsidiary company, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

9. We did not audit the internal financial controls with reference to financial statements in so far as it relates to 1 subsidiary company, which is company covered under the Act, whose financial statements reflect total assets of ₹ 82.25 lacs and net assets of ₹ 81.76 lacs as at 31 March 2025, total revenues of ₹ Nil and net cash inflows amounting to ₹ 0.77 lacs for the year ended on that date, as considered in the consolidated financial statements. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary company have been audited by other auditor whose report have been furnished to us by the management and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company and its subsidiary company, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary company is based solely on the reports of the auditor of such company. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditor.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Ankit Mehra

Partner

Place: Gurugram
Date: 2 May 2025

Membership No.: 507429
UDIN: 25507429BMIXFB7853

Consolidated Balance Sheet

as at 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	Note	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	4	17,216.45	16,452.32
Capital work-in-progress	4	-	279.53
Right-of-use assets	18	7,742.66	7,063.44
Goodwill	4A	283.31	283.31
Intangible assets	5	648.11	1,022.03
Financial assets			
Other Financial assets	6	9,490.12	8,382.97
Deferred tax assets (net)	32	2,134.78	2,846.57
Income tax assets (net)	7	2,156.48	1,697.90
Other non-current assets	8	47.61	17.86
Total non-current assets		39,719.52	38,045.93
Current assets			
Financial assets			
Investments	9	50,839.62	36,498.89
Trade receivables	10	55,667.98	44,353.35
Cash and cash equivalents	11	10,377.00	12,457.31
Bank balances other than cash and cash equivalents	12	31,173.10	25,136.83
Loans	13	53.11	11.73
Other financial assets	14	1,969.24	2,381.38
Contract Assets	15A	11,023.66	7,080.70
Other current assets	15B	3,684.60	2,681.64
Total current assets		1,64,788.31	1,30,601.83
TOTAL ASSETS		2,04,507.83	1,68,647.76
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	14,021.30	13,977.93
Other equity	17	1,37,621.91	1,08,373.58
Total equity attributable to the owners of the Holding Company		1,51,643.21	1,22,351.51
Non-current liabilities			
Financial liabilities			
Lease liabilities	18	4,081.21	3,464.28
Provisions	20	5,552.79	4,873.07
Total non-current liabilities		9,634.00	8,337.35
Current liabilities			
Financial liabilities			
Borrowings	19	-	219.92
Lease liabilities	18	1,267.27	1,166.55
Trade payables			
Total outstanding dues to micro enterprises and small enterprises	21	277.92	632.13
Total outstanding dues to creditors other than micro and small enterprises	21	4,769.26	4,129.40
Other financial liabilities	22	6,131.78	5,334.66
Deferred income	23	22,006.42	20,513.58
Other current liabilities	24	4,776.59	3,285.26
Provisions	25	962.71	915.76
Income tax liabilities (net)	7A	3,038.67	1,761.64
Total current liabilities		43,230.62	37,958.90
Total liabilities		52,864.62	46,296.25
TOTAL EQUITY AND LIABILITIES		2,04,507.83	1,68,647.76
Summary of material accounting policies information	3		

The accompanying notes are an integral part of the Consolidated Financial Statements
As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Ankit Mehra
Partner

Membership No.: 507429
Place: Gurugram
Date: 02-May-2025

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Diwakar Nigam
Chairman &
Managing Director
DIN: 00263222
Place: New Delhi
Date: 02-May-2025

T.S.Varadarajan
Whole Time Director
DIN: 00263115
Place: New Delhi
Date: 02-May-2025

Virender Jeet
Chief Executive Officer
PAN: AAOPJ2433N
Place: New Delhi
Date: 02-May-2025

Arun Kumar Gupta
Chief Financial Officer
Membership No: 056859
Place: New Delhi
Date: 02-May-2025

Aman Mourya
Company Secretary
Membership No: F9975
Place: New Delhi
Date: 02-May-2025

Consolidated Statement of Profit and Loss

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

		For the year ended 31 March 2025	For the year ended 31 March 2024
Income			
Revenue from operations	26	1,48,687.92	1,24,382.86
Other income	27	6,357.59	4,806.43
Total income		1,55,045.51	1,29,189.29
Expenses			
Employee benefits expenses	28	74,104.38	62,831.43
Finance costs	29	477.20	418.18
Depreciation and amortisation expenses	30	3,304.13	2,796.77
Other expenses	31	36,963.01	32,720.42
Total expenses		1,14,848.72	98,766.80
Profit before tax		40,196.79	30,422.49
Tax expense			
Current tax		9,872.01	5,953.49
Deferred tax credit		(1,199.46)	(691.50)
Income tax expense		8,672.55	5,261.99
Profit for the year		31,524.24	25,160.50
Other comprehensive income / (loss)			
Items that will not be reclassified subsequently to profit or loss			
Re-measurement losses on defined benefit plans		(109.52)	(467.22)
Income tax relating to items that will not be reclassified to profit or loss		38.27	163.26
Net other comprehensive loss not to be reclassified subsequently to profit or loss		(71.25)	(303.96)
Items that will be reclassified subsequently to profit or loss			
Financial assets or investments carried at fair value through other comprehensive income		(151.35)	(67.18)
Income tax relating to items that will be reclassified to profit or loss		35.26	15.65
Exchange differences on translation of foreign operations		541.83	140.57
Net other comprehensive income to be reclassified subsequently to profit or loss		425.74	89.04
Other comprehensive income / (loss) for the year, net of income tax		354.49	(214.92)
Total comprehensive income for the year		31,878.73	24,945.58
Profit attributable to:			
Owners of the Holding Company		31,524.24	25,160.50
Profit for the year		31,524.24	25,160.50
Other comprehensive income / (loss) attributable to:			
Owners of the Holding Company		354.49	(214.92)
Other comprehensive income / (loss) for the year		354.49	(214.92)
Total comprehensive income attributable to:			
Owners of the Holding Company		31,878.73	24,945.58
Total comprehensive income for the year		31,878.73	24,945.58
Earnings per equity share	33		
Nominal value of share INR 10 (31 March 2024: INR 10)			
Basic earning per share (INR)		22.53	18.02
Diluted earning per share (INR)		21.89	17.50
Summary of material accounting policies information	3		

The accompanying notes are an integral part of the Consolidated Financial Statements
As per our report of even date attached

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

For and on behalf of the Board of Directors of
Newgen Software Technologies Limited

Ankit Mehra
Partner

Membership No.: 507429
Place: Gurugram
Date: 02-May-2025

Diwakar Nigam
Chairman &
Managing Director
DIN: 00263222
Place: New Delhi
Date: 02-May-2025

Arun Kumar Gupta
Chief Financial Officer
Membership No: 056859
Place: New Delhi
Date: 02-May-2025

T.S.Varadarajan
Whole Time Director
DIN: 00263115
Place: New Delhi
Date: 02-May-2025

Aman Mourya
Company Secretary
Membership No: F9975
Place: New Delhi
Date: 02-May-2025

Virender Jeet
Chief Executive Officer
PAN: AAOPJ2433N
Place: New Delhi
Date: 02-May-2025

Consolidated Statement of Changes in Equity

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

a. Equity share capital

Particulars	Equity share capital		Total share capital	
	Number	Amount	Amount	Amount
Balance as at 1 April 2023	6,99,55,701	6,995.57	6,995.57	6,995.57
Add: Issued during the year to Newgen ESOP Trust before bonus issue	1,13,700	11.37		11.37
Balance shares before bonus issue	7,00,69,401	7,006.94	7,006.94	7,006.94
Add: Bonus Share issued during the year	7,00,69,401	7,006.94		7,006.94
Add: Issued during the year to Newgen ESOP Trust after bonus issue	1,53,000	15.30		15.30
Total Share capital as at 31 March 2024	14,02,91,802	14,029.18	14,029.18	14,029.18
Less: Shares held by Newgen ESOP Trust	5,12,483	51.25		51.25
Balance as at 31 March 2024	13,97,79,319	13,977.93	13,977.93	13,977.93
Balance as at 1 April 2024	14,02,91,802	14,029.18	14,029.18	14,029.18
Add: Issued during the year to Newgen ESOP Trust	3,93,385	39.34		39.34
Add: Issued during the year to Newgen RSU Trust	9,40,000	94.00		94.00
Total Share capital as at 31 March 2025	14,16,25,187	14,162.52	14,162.52	14,162.52
Less: Shares held by Newgen ESOP Trust	5,77,215	57.72		57.72
Less: Shares held by Newgen RSU Trust	8,35,025	83.50		83.50
Total Share capital as at 31 March 2025	14,02,12,947	14,021.30	14,021.30	14,021.30

b. Other equity*

Particulars	Others					Items of Other comprehensive income				Total attributable to owners of the Company	
	Securities premium	Retained earnings	Capital redemption reserve	General reserve	Capital Reserve	Newgen ESOP Trust reserve	Share options outstanding reserve	Foreign currency translation reserve	Remeasurement of defined benefit liability		Debt instruments through OCI
Balance as at 1 April 2023	10,605.31	74,981.31	87.95	1,731.39	416.59	540.35	2,142.08	1,446.63	(244.01)	(212.26)	91,495.34
Total comprehensive income for the year ended 31 March 2024											
Profit for the year	-	25,160.50	-	-	-	-	-	-	-	-	25,160.50
Other comprehensive income/(loss) (net of tax)	-	-	-	-	-	-	-	140.57	(303.96)	(51.53)	(214.92)
Securities premium on issue of bonus shares	(7,006.94)	-	-	-	-	-	-	-	-	-	(7,006.94)
Transactions with owners, recorded directly in equity											

Consolidated Statement of Changes in Equity

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	Others					Items of Other comprehensive income			Total attributable to owners of the Company		
	Securities premium	Retained earnings	Capital redemption reserve	General reserve	Capital Reserve	Newgen ESOP Trust reserve	Share options outstanding reserve	Foreign currency translation reserve		Remeasurement of defined benefit liability	Debt instruments through OCI
Addition to Newgen ESOP Trust reserve	-	-	-	-	-	12.94	-	-	-	-	12.94
Shares allotted to Newgen ESOP Trust	484.41	-	-	-	-	-	-	-	-	-	484.41
Contributions by and distributions to owners											
Dividend on equity shares	-	(3,497.79)	-	-	-	-	-	-	-	-	(3,497.79)
Employee stock compensation expense	-	-	-	-	-	-	2,437.92	-	-	-	2,437.92
Transferred to securities premium account on exercise of stock options	132.79	-	-	-	-	-	(132.79)	-	-	-	-
Balance as at 31 March 2024	4,215.57	96,644.02	87.95	1,731.39	416.59	553.29	4,447.21	1,587.20	(547.97)	(263.79)	1,08,871.46
Less: Securities premium on shares held by Newgen ESOP Trust	497.88	-	-	-	-	-	-	-	-	-	497.88
Balance as at 31 March 2024	3,717.69	96,644.02	87.95	1,731.39	416.59	553.29	4,447.21	1,587.20	(547.97)	(263.79)	1,08,373.58
Balance as at 1 April 2024	4,215.57	96,644.02	87.95	1,731.39	416.59	553.29	4,447.21	1,587.20	(547.97)	(263.79)	1,08,871.46
Total comprehensive income for the year ended 31 March 2025											
Profit for the year	-	31,524.24	-	-	-	-	-	-	-	-	31,524.24
Other comprehensive income/(loss) (net of tax)	-	-	-	-	-	-	-	541.83	(71.25)	(116.09)	354.49
Transactions with owners, recorded directly in equity											

Consolidated Statement of Changes in Equity

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	Others						Items of Other comprehensive income			Total attributable to owners of the Company	
	Securities premium	Retained earnings	Capital redemption reserve	General reserve	Capital Reserve	Newgen ESOP Trust reserve	Share options outstanding reserve	Foreign currency translation reserve	Remeasurement of defined benefit liability		Debt instruments through OCI
Addition to Newgen ESOP Trust reserve	-	-	-	-	-	(7.57)	-	-	-	-	(7.57)
Shares allotted to Newgen ESOP Trust	939.40	-	-	-	-	-	-	-	-	-	939.40
Contributions by and distributions to owners											
Dividend on equity shares	-	(5,611.67)	-	-	-	-	-	-	-	-	(5,611.67)
Employee stock compensation expense	-	-	-	-	-	-	2,539.42	-	-	-	2,539.42
Transferred to securities premium account on exercise of stock options	517.46	-	-	-	-	-	(517.46)	-	-	-	-
Balance as at 31 March 2025	5,672.43	1,22,556.59	87.95	1,731.39	416.59	545.72	6,469.17	2,129.03	(619.22)	(379.88)	1,38,609.77
Less: Securities premium on shares held by Newgen ESOP Trust	987.86	-	-	-	-	-	-	-	-	-	987.86
Balance as at 31 March 2025	4,684.57	1,22,556.59	87.95	1,731.39	416.59	545.72	6,469.17	2,129.03	(619.22)	(379.88)	1,37,621.91

* Refer Note 17

Summary of material accounting policies information

The accompanying notes are an integral part of the Consolidated Financial Statements

As per our report of even date attached

Note 3

For **Walker Chandlok & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

Ankit Mehra

Partner

Membership No.: 507429

Place: Gurugram

Date: 02-May-2025

For and on behalf of the Board of Directors of

Newgen Software Technologies Limited

Diwakar Nigam

Chairman &

Managing Director

DIN: 00263222

Place: New Delhi

Date: 02-May-2025

T.S.Varadarajan

Whole Time Director

DIN: 00263115

Place: New Delhi

Date: 02-May-2025

Virender Jeet

Chief Executive Officer

PAN: AAOPJ2433N

Place: New Delhi

Date: 02-May-2025

Arun Kumar Gupta

Chief Financial Officer

Membership No: F9975

Place: New Delhi

Date: 02-May-2025

Aman Mourya

Company Secretary

Membership No: F9975

Place: New Delhi

Date: 02-May-2025

Consolidated Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
A. Cash flows from operating activities		
Net profit before tax	40,196.79	30,422.49
Adjustments for:		
Depreciation and amortisation expenses	3,304.13	2,796.77
Gain on sale of property, plant and equipment	(13.44)	(13.35)
Loss allowance on trade receivables and contract assets	3,667.80	3,263.98
Liabilities/ provision no longer required written back	(476.46)	(120.68)
Unrealised foreign exchange loss/(gain)	181.88	(399.07)
Share based payment - equity settled	2,539.42	2,437.91
Finance costs	466.65	335.90
Fair value changes of financial assets at FVTPL	(1,983.29)	(1,359.54)
Profit on sale of mutual funds (net) at FVTPL	(913.75)	(254.94)
Interest income	(2,781.35)	(2,604.61)
Gain on lease termination	(127.05)	-
Operating cash flow before working capital changes	44,061.33	34,504.86
Increase in trade receivables	(14,367.36)	(8,702.00)
Increase in loans	(41.38)	(4.73)
Increase in other financial assets	(719.85)	(516.50)
(Increase)/decrease in contract assets	(4,045.33)	663.83
Increase in other assets	(1,049.13)	(1,166.34)
Increase in provisions	647.32	869.33
Increase in other financial liabilities	866.12	1,263.77
Increase in other liabilities and deferred income	2,599.69	5,357.31
Increase in trade payables	624.49	1,393.54
Cash generated from operations	28,575.90	33,663.07
Income taxes paid (net)	(7,078.23)	(5,522.00)
Net cash generated from operating activities (A)	21,497.67	28,141.07
B. Cash flows from investing activities		
Acquisition or construction of property plant and equipment including intangible assets, capital work-in-progress, capital advances and payable for capital assets	(2,335.00)	(1,380.77)
Proceeds from sale of property plant and equipment	26.17	17.60
Purchase of mutual funds and bonds	(41,176.58)	(36,199.38)
Proceeds from redemption of mutual funds and bonds	29,581.56	14,386.59
Interest received from bonds	425.60	426.36
Interest received from bank deposits	2,860.64	1,322.38
Investment in bank deposits (net of maturities)	(6,594.29)	(453.66)
Net cash used in investing activities (B)	(17,211.90)	(21,880.88)

Consolidated Statement of Cash Flows

for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
C. Cash flows from financing activities		
Repayment of short-term borrowings	(219.92)	(203.63)
Interest paid on borrowings	(14.32)	(30.61)
Repayment of lease liabilities	(998.72)	(922.97)
Interest paid on finance lease	(452.33)	(305.29)
Proceeds from issue of equity shares under ESOP scheme	485.23	212.62
Dividend paid	(5,608.57)	(3,495.63)
Net cash used in financing activities (C)	(6,808.63)	(4,745.51)
Net (decrease)/increase in cash and cash equivalents (A + B + C)	(2,522.86)	1,514.68
Cash and cash equivalents at the beginning of the year	12,457.31	10,802.06
Effect of exchange differences on translation of foreign currency cash and cash equivalents	442.55	140.57
Cash and cash equivalents at the end of the year	10,377.00	12,457.31
Components of cash and cash equivalents: (refer note 11)		
Cash in hand	5.47	6.45
Balances with banks:		
- in current accounts	10,370.14	11,049.47
- balances with scheduled banks in deposit accounts with original maturity of less than 3 months	1.39	1,401.39
	10,377.00	12,457.31

Notes:

- The cash flow statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows"
- Refer note 18 and note 19 for reconciliation of liabilities arising from financing activities.

The accompanying notes are an integral part of the Consolidated Financial Statements

As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

Ankit Mehra

Partner

Membership No.: 507429

Place: Gurugram

Date: 02-May-2025

For and on behalf of the Board of Directors of

Newgen Software Technologies Limited

Diwakar Nigam

Chairman &
Managing Director

DIN: 00263222

Place: New Delhi

Date: 02-May-2025

T.S.Varadarajan

Whole Time Director

DIN: 00263115

Place: New Delhi

Date: 02-May-2025

Virender Jeet

Chief Executive Officer

PAN: AAOPJ2433N

Place: New Delhi

Date: 02-May-2025

Arun Kumar Gupta

Chief Financial Officer
Membership No: 056859
Place: New Delhi
Date: 02-May-2025

Aman Mourya

Company Secretary
Membership No: F9975
Place: New Delhi
Date: 02-May-2025

Notes

to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

1. Background

Newgen Software Technologies Limited ('Newgen' or 'the Company' or "the holding company") and its subsidiaries (the Holding company and its subsidiaries together referred to as "the group") is a public company domiciled and incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is situated at E-44/13, Okhla Phase II, New Delhi 110020. The Company raised money by way of initial public offer during the year ended 31 March 2018 and its shares were listed on the National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) of India.

The Company is a global software Company and is engaged in the business of software product development including designing and delivering end-to-end software solutions covering the entire spectrum of software services from workflow automation to Document management to imaging. Newgen provides a complete range of software that helps automate business processes. Newgen's solutions enable document intensive organizations/ industries such as Finance and Banking, Insurance and government departments to improve productivity through better document management and workflow implementation.

2. Basis of Preparation

A. Statement of compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015, amended and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI). The consolidated financial statements for the year ended 31 March 2018 were the first financial statements that the Group had prepared in accordance with Ind AS.

The consolidated financial statements were authorised for issue by the Company's Board of Directors on 2 May 2025.

Details of the Group's accounting policies are included in Note 3.

B. Basis of Consolidation

The Consolidated financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting standards) Rules, 2015, amended, and other relevant provisions of the Act and guidelines issued by the Securities and Exchange Board of India (SEBI).

Name of Subsidiaries	Country of Incorporation	Effective Shareholding (%)
Newgen Software Inc.	U.S.A	100
Newgen Software Technologies Canada, Limited	Canada	100
Newgen Software Technologies PTY Limited.	Australia	100
Newgen Software Technologies PTE, Limited	Singapore	100
Newgen Software Technologies (UK) Limited	United Kingdom	100
Newgen Computers Technologies Limited	India	100
Newgen Software Technologies L.L.C.	UAE	100
Newgen Software Technologies Company Limited	Saudi Arabia	100

The consolidated financial statements have been prepared on the following basis:

The financial statements of the Holding Company and its subsidiary companies are combined on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/transactions and unrealized profits in full in accordance with Ind AS 110 - "Consolidated Financial Statements". The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post-acquisition increase/decrease in the reserves of the consolidated entities.

The excess/deficit of cost to the parent company of its investment over its portion of net worth in the consolidated entities at the respective dates on which investment in such entities was made is recognized in the consolidated financial statements as goodwill/capital reserve. The parent company's portion of net worth in such entities is determined on the basis of book values of assets and liabilities as per the financial statements of the entities as on the

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to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

date of investment and if not available, the financial statements for the immediately preceding period adjusted for the effects of significant changes.

The financial statements of the foreign non integral subsidiaries (collectively referred to as the 'foreign non integral operations') are translated into Indian rupees as follows:-

- i. Share capital and opening reserves and surplus are carried at historical cost.
- ii. All assets and liabilities, both monetary and non-monetary, (excluding share capital, opening reserves and surplus) are translated using the year-end rates.
- iii. Profit and loss items are translated at the respective weighted average rates or the exchange rate that approximates the actual exchange rate on date of specific transactions.
- iv. The resulting net exchange difference is credited or debited to the foreign currency translation reserve.

C. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

However, deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 'Income Taxes' and Ind AS 19 'Employee Benefits' respectively. When a liability assumed is recognised at the acquisition date, but the related costs are not deducted in determining taxable profits until a later period, a deductible temporary difference arises which results

in a deferred tax asset. A deferred tax asset also arises when the fair value of an identifiable asset acquired is less than its tax base.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss or OCI, as appropriate.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of Ind-AS 109 Financial Instruments, is measured at fair value with changes in fair value recognised in profit or loss. If the contingent consideration is not within the scope of Ind-AS 109, it is measured in accordance with the appropriate Ind-AS. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and subsequent its settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Notes

to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit.

Any impairment loss for goodwill is recognised in consolidated statement of profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash generating unit and part of the operation within that unit is disposed off, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

D. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

E. Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Defined benefit liability	Present value of defined benefit obligations

F. Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures. Uncertainty about the assumptions and estimates could result in outcomes that may require material adjustment to the carrying value of assets or liabilities affected in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Judgments

Information about judgments made in applying accounting policies that have the most material effects on the amounts recognised in the financial statements is included in the following notes:

- **Note 3(i) and Note 26** – revenue recognition from fixed price contracts of software implementation services: percentage of completion method to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended.
- **Note 3(l) and Note 18** – determination of lease term;

Assumptions and estimation uncertainties

- Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2025 is included in the following notes:
- **Note 3(c)(iii)** – Estimation of Useful lives of intangible assets and Property, plant and equipment
- **Note 28** – Measurement of defined benefit obligations: key actuarial assumptions;
- **Note 32** – Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
- **Note 34** – Fair value of share based payments
- **Note 41** – Impairment of trade receivables and financial assets.
- **Note 18** – Recognition of right of use asset and lease liability

Notes

to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

G. Current and non-current classification

The Group presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle.
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/liabilities include current portion of non-current financial assets/liabilities respectively. All other assets/ liabilities are classified as non-current. Deferred tax assets and liabilities (if any) are classified as non-current assets and liabilities.

Operating cycle

Based on the nature of the operations and the time between the acquisition of assets for processing and their realization in cash or cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current/non-current classification of assets and liabilities.

H. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values,

for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values. The finance team has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer. The Group regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Group assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Group's audit committee.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3:** inputs for the asset or liability that are not based on observable market data (Unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 34 – Share-based payment arrangements; and

Note 41 – Financial instruments.

Notes

to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

I. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

Application of new standards and amendments

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. The Group applied following amendments for the first-time during the current year which are effective from 1 April 2024.

Ind AS 116 - Lease liability in a sale and leaseback:

The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on Right of Use asset it retains. The amendment did not have any material impact on the financial statements of the Group.

Introduction of Ind AS 117: MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

The Group has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the Company's Financial Statements

3. Material Accounting Policies Information

a. Foreign currency

i. Functional currency

The Group financial statements are presented in INR, which is also the Group's functional currency.

ii. Foreign currency transactions

Transactions in foreign currencies are translated into INR, the functional currency of the Group, at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

b. Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. However, trade receivables that do not contain a significant financing component are measured at transaction price.

ii. Classification and subsequent measurement

Financial assets:

On initial recognition, a financial asset is classified as measured at

- Amortised cost;
- Fair value through Other Comprehensive Income (FVOCI) – debt investment;
- Fair Value through Other Comprehensive Income (FVOCI) – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as FVTPL:

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- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management, for instance the stated policies and objectives for the portfolio, frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for de-recognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and

Basis the above classification criteria, Group's investments are classified as below:-

- Investments in government and other bonds have been classified as FVOCI.
- Investments in Mutual funds have been classified as FVTPL.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are

Notes

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

recognised in profit or loss. Any gain or loss on de-recognition is recognised in profit or loss.

Debt investments at FVOCI

These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On de-recognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to Statement of profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on de-recognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Group de-recognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet,

but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not de-recognised.

Financial liabilities

The Group de-recognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also de-recognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivatives and Embedded derivatives

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

c. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

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The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of profit or loss.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under other non-current assets and the cost of assets not ready to use before such date are disclosed under 'Capital work-in-progress'.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iii. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Category of property, plant and equipment	Estimated useful life (Years)
Building	60
Plant and equipment	15
Leasehold Improvements*	3
Office equipment**	10
Furniture and Fixtures	10

Category of property, plant and equipment	Estimated useful life (Years)
Vehicles	7-8
Computer hardware	
- servers and networks	6
- Computers**	3-7

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Depreciation on addition (disposal) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed off).

*Leasehold improvements are depreciated over the period of the lease term of the respective property.

Leasehold land is amortised over the lease period of 90 years.

**Based on an internal technical assessment, the management believes that the useful lives as given above best represents the period over which management expects to use its assets. Hence, the useful life is different from the useful life as prescribed under Part C of Schedule II of Companies Act, 2013.

d. Intangible assets

Recognition and measurement

Intangible assets are initially recognised at:

- In case the assets are acquired separately then at cost,
- In case the assets are acquired in a business combination or under any asset purchase agreement at fair value.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment loss.

Intangible assets with finite useful life are assessed for impairment whenever there is an indication that the intangible assets may be impaired.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits from the specific asset to which it relates.

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to the consolidated financial statements for the year ended 31 March 2025

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Amortization

Amortisation of intangible assets are amortised on a straight-line basis using the estimated useful life as follows:

Intangible Assets	Estimated Useful Life (Years)
Computer Software	3-4 Years
AI Platform	5 Years

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement profit or loss when the asset is derecognized.

e. Impairment

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind AS 116
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

liability. Debt instruments measured at FVTOCI: For debt instruments measured at FVOCI, the expected credit losses do not reduce the carrying amount in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the asset was measured at amortised cost is recognised in other comprehensive income as the "accumulated impairment amount".

The Group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Impairment of Non-financial assets

The carrying amounts of assets are reviewed at each reporting date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset (or cash generating unit) exceeds its recoverable amount. The recoverable amount is the greater of the asset's (or cash generating units) net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset (or cash generating unit).

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised

f. Employee benefits

i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Share-based payment transactions

The grant date fair value of equity settled share-based payment awards granted to employees

of the Group and subsidiaries of the Group is recognised as an employee expense and deemed investment, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as expense/ deemed investment is based on the estimate of the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense/dement investment is based on the number of awards that do meet the related service and non-market vesting conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

iii. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

iv. Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's gratuity scheme is a defined benefit plan. The present value of obligations under such defined benefit plans are determined based on actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of estimated future cash flows. The discount

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rates used for determining the present value of obligation under defined benefit plans, are based on the market yields on government securities as at the balance sheet date, having maturity period approximating to the terms of related obligations

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income and are never reclassified to profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the profit or loss as past service cost.

v. Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted.

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Group records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Re measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in the profit or loss.

g. Provisions (other than for employee benefits)

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will

be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for. Provisions are reviewed by the management at each reporting date and adjusted to reflect the current best estimates.

Onerous contracts

A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Group recognises any impairment loss on the assets associated with that contract.

h. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation, or a present obligation whose amount cannot be estimated reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements

i. Revenue

Revenues from customer's contracts are considered for recognition and measurement when the contract has been approved by the parties, in writing, to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognized upon transfer of control of promised products or services ("performance obligations") to customers in an amount that reflects the consideration the Group has received or expects to receive in exchange for these products or services ("transaction price"). When there is uncertainty as to collectability, revenue recognition is postponed until such

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uncertainty is resolved. Based on the assessment of contractual arrangements, there are no discounts, rebates, incentives, or other forms of variable consideration applicable to the revenue recognized during the reporting period.

i. Sale of License

Revenue from sale of licenses for software products is recognised when the significant risks and rewards of ownership have been transferred to the buyer which generally coincides with delivery of licenses to the customers, recovery of the consideration is probable, the associated costs and possible return of software sold can be estimated reliably, there is no continuing effective control over, or managerial involvement with the licenses transferred and the amount of revenue can be measured reliably.

ii. Rendering of services

Revenue from services rendered is recognized in proportion to the stage of completion of the transaction at the reporting date. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

Software Implementation Services

The revenue from fixed price contracts for software implementation is recognized based on proportionate completion method based on hours expended, and foreseeable losses on the completion of contract, if any are recognized immediately. Efforts or costs expended have been used to determine progress towards completion as there is a direct relationship between input and productivity. Progress towards completion is measured as the ratio of costs or efforts incurred to date (representing work performed) to the estimated total costs or efforts. Estimates of transaction price and total costs or efforts are continuously monitored over the lives of the contracts and are recognized in profit or loss in the period when these estimates change or when the estimates are revised. Revenues and the estimated total costs or efforts are subject to revision as the contract progresses. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the estimated efforts or costs to complete the contract.

The Group is also involved in time and material contracts and recognizes revenue as the services are performed.

Annual Technical services

Revenue from annual technical service and maintenance contracts is recognised ratably over the term of the underlying maintenance arrangement.

iii. Sale of right to use software

Software-as-a-service, that is, a right to access software functionality in a cloud-based-infrastructure provided by the Group. Revenue from arrangements where the customer obtains a "right to access" is recognized over the access period.

Revenue from client training, support and other services arising due to the sale of license is recognized as the performance obligations are satisfied.

Reimbursements of out-of-pocket expenses received from customers have been netted off with expense.

Amounts received or billed in advance of services to be performed are recorded as advance from customers/unearned revenue. Unbilled revenue represents amounts recognized based on services performed in advance of billing in accordance with contract terms.

iv. Multiple deliverable arrangements

When two or more revenue generating activities or deliverables are provided under a single arrangement, the Group has applied the guidance in Ind AS 115, Revenue from contract with customer, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering license for software products and related services as distinct performance obligations. For allocating the transaction price, the Group has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately is the best evidence of its standalone selling price. In cases where the Group is unable to determine the standalone selling price, the Group uses

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the expected cost plus margin approach in estimating the standalone selling price.

Arrangements to deliver software products generally have three elements license, implementation and Annual Technical Services (ATS). The Group has applied the principles under Ind AS 115 to account for revenues from these performance obligations. When implementation services are provided in conjunction with the licensing arrangement and the license and implementation have been identified as two separate performance obligations, the transaction price for such contracts are allocated to each performance obligation of the contract based on their relative standalone selling prices. In the absence of standalone selling price for implementation, the performance obligation is estimated using the expected cost plus margin approach.

Deferred contract costs are incremental costs of obtaining a contract which are recognized as assets and amortized over the term of the contract.

Contract assets are recognised when there is excess of revenue earned over billings on contracts. A contract asset arises when the Group has performed under a contract but has not yet met the conditions required to bill the customer. The right to receive cash is conditional upon further performance obligations.

Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.

v. Trade Receivables

Trade receivables are amounts due from customers for sale of license or rendering of services in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as non-current. Trade receivables are disclosed in Note 10.

vi. Impairment

An impairment is recognised to the extent that the carrying amount of receivable or asset relating to contracts with customers (a) the remaining amount of consideration that

the Group expects to receive in exchange for sale of license or rendering of services to which such asset relates; less (b) the costs that relate directly to providing those sale of license or rendering of services and that have not been recognised as expenses.

j. Recognition of dividend income, interest income or expense

Dividend income is recognised in statement profit or loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

k. Sale of investments

Profit on sale of investments is recorded on transfer of title from the Group and is determined as the difference between the sales price and the carrying value of the investment.

l. Leases

The Group as a lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether: (1) the contract involves the use of an identified asset (2) the group has substantially all of the economic benefits from use

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of the asset through the period of the lease and (3) the group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

m. Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the

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laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Minimum Alternative Tax ('MAT') under the provisions of the Income-tax Act, 1961 is recognised as tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists.

n. Cash and cash equivalents

Cash and short-term deposits in the Balance Sheet comprise cash at banks and cash in hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

o. Earnings per share ("EPS")

Basic earnings per share is calculated by dividing the profit attributable to the owners of the Group by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed using the net profit or loss for the year attributable to equity shareholders and the weighted average number of common and dilutive common equivalent shares outstanding during the year but including share options, compulsory convertible preference shares except where the result would be anti-dilutive.

p. Share Capital

Equity Shares

Equity shares are classified as equity. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity.

Dividends

The final dividend on shares is recorded as a liability on the date of approval by the shareholders, and interim dividend are recorded as a liability on the date of declaration by the Company's Board of Directors.

q. Basis of segmentation

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

Identification of segments:

All operating segments' results are reviewed regularly by the Board of Directors, who have been identified as the CODM, to allocate resources to the segments and assess their performance. Refer note 43 for segment information.

r. ESOP Trust

The ESOP Trust has been treated as an extension of the Company and accordingly shares held by ESOP Trust are netted off from the total share capital. Consequently, all the assets, liabilities, income and expenses of the trust are accounted for as assets and liabilities of the Company, except for profit / loss on issue of shares to the employees and dividend received by trust which are directly adjusted in the Newgen ESOP Trust reserve.

s. Statement of cash flows

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash from operating, investing and financing activities of the Group are segregated.

t. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

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4. Property, plant and equipment

	Freehold land	Buildings	Plant and equipment	Leasehold improvements	Vehicles	Office equipment	Furniture and fixtures	Computer and servers	Total	Capital work-in-progress
Cost										
Balance as at 1 April 2023	4.28	12,917.13	706.43	649.10	534.89	1,377.49	715.63	3,021.20	19,926.15	-
Additions during the year	-	-	35.25	-	413.11	76.17	23.99	766.14	1,314.66	279.53
Translation exchange difference during the year	-	-	-	-	-	0.10	0.47	0.44	1.01	-
Less: Disposals during the year	-	-	86.12	-	8.36	73.12	26.16	302.28	496.04	-
Balance as at 31 March 2024	4.28	12,917.13	655.56	649.10	939.64	1,380.64	713.93	3,485.50	20,745.78	279.53
Balance as at 1 April 2024	4.28	12,917.13	655.56	649.10	939.64	1,380.64	713.93	3,485.50	20,745.78	279.53
Additions during the year	-	-	192.05	-	-	179.61	50.50	602.23	1,024.39	1,075.68
Capitalised during the year	-	-	9.17	1,179.91	-	63.14	102.99	-	1,355.21	(1,355.21)
Translation exchange difference during the year	-	-	-	-	-	0.13	0.46	0.50	1.09	-
Less: Disposals during the year	-	-	24.01	-	46.65	21.17	13.63	339.69	445.15	-
Balance as at 31 March 2025	4.28	12,917.13	832.77	1,829.01	892.99	1,602.35	854.25	3,748.54	22,681.32	-
Accumulated Depreciation										
Balance as at 1 April 2023	-	657.55	251.93	58.81	160.20	577.20	339.62	1,404.49	3,449.80	-
Depreciation during the year	-	218.36	63.84	214.81	66.03	133.06	74.56	564.61	1,335.27	-
Translation exchange difference during the year	-	-	-	-	-	0.01	0.09	0.08	0.18	-
Less: Disposals during the year	-	-	85.37	-	8.36	72.27	20.37	305.42	491.79	-
Balance as at 31 March 2024	-	875.91	230.40	273.62	217.87	638.00	393.90	1,663.76	4,293.46	-
Depreciation during the year	-	217.79	70.81	303.25	112.09	151.78	79.44	668.47	1,603.63	-
Translation exchange difference during the year	-	-	-	-	-	0.02	0.10	0.08	0.20	-
Less: Disposals during the year	-	-	22.73	-	46.65	18.91	13.63	330.50	432.42	-
Balance as at 31 March 2025	-	1,093.70	278.48	576.87	283.31	770.89	459.81	2,001.81	5,464.87	-
Carrying amount (net)										
Balance as at 31 March 2024	4.28	12,041.22	425.16	375.48	721.77	742.64	320.03	1,821.74	16,452.32	279.53
Balance as at 31 March 2025	4.28	11,823.43	554.29	1,252.14	609.68	831.46	394.44	1,746.73	17,216.45	-

As at 31 March 2025 properties with a carrying amount of INR 342.15 lakhs (31 March 2024: INR 350.26 lakhs) are subject to first charge to working capital limits from banks.

Capital commitment as on 31 March 2025 is INR Nil (31 March 2024: INR 422.57 lakhs)

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Ageing of Capital work-in progress

As at 31 March 2025

There is no capital work in progress as on 31 march 2025.

As at 31 March 2024

Capital work-in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	279.53	-	-	-	279.53
Projects temporarily suspended	-	-	-	-	-
Total	279.53	-	-	-	279.53

There are no projects whose completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2024

4A Goodwill

	As at 31 March 2025	As at 31 March 2024
Opening Balance	283.31	283.31
Impairment of goodwill	-	-
Closing Balance	283.31	283.31

On 18 January 2022, Newgen Software Technologies Limited ("Holding company") entered into Share Purchase Agreement (SPA) with existing shareholders of Number Theory Software Private Limited ("Number Theory") to acquire 100% stake. Purchase consideration was ₹1,306.41 lacs and Net identifiable net assets acquired was ₹1,023.10 lacs resulting in goodwill of ₹283.31 lacs. The goodwill comprises the value of expected synergies arising from the acquisition, customer contracts /relationships, non-compete agreement and Number Theory's Artificial Intelligence that do not qualify for separate recognition. However, a Scheme of Amalgamation u/s 230-232 of the Companies Act, 2013 which provides for the merger of Number Theory was filed with the Delhi Bench of National Company Law Tribunal (NCLT). NCLT through its Order dated 27th September 2023 approved the aforesaid Scheme and Number Theory got merged with the holding company.

The AI business has been subsumed into the broader Newgen One ecosystem rather than existing as an independent business unit. Since AI functionalities are embedded within the Unified Low-Code Platform, they do not constitute a separate Cash Generating Unit (CGU). The carrying amount of goodwill remains fully recoverable, as the recoverable amount exceeds the carrying amount. Consequently, no impairment loss has been recognized for the reporting period.

5. Intangible assets

	Computer software	AI Platform	Total
Cost			
Balance as at 1 April 2023	468.79	1,654.33	2,123.12
Additions during the year	72.18	-	72.18
Balance as at 31 March 2024	540.97	1,654.33	2,195.30
Additions during the year	-	-	-
Balance as at 31 March 2025	540.97	1,654.33	2,195.30
Accumulated Amortisation			
Balance as at 1 April 2023	421.10	387.07	808.17
Amortisation during the year	33.33	331.77	365.10
Balance as at 31 March 2024	454.43	718.84	1,173.27
Amortisation during the year	43.05	330.87	373.92
Balance as at 31 March 2025	497.48	1,049.71	1,547.19
Carrying amount (net)			
Balance as at 31 March 2024	86.54	935.49	1,022.03
Balance as at 31 March 2025	43.49	604.62	648.11

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6. Other financial assets (non-current)

	As at 31 March 2025	As at 31 March 2024
Bank deposits		
- Deposits with maturity of more than 12 months	2,125.98	2,990.85
- pledged with tax authorities	5.39	6.02
- held as margin money*	5,969.46	4,366.85
Interest accrued on deposits	482.93	394.02
Security deposits	777.84	487.97
Earnest money deposits		
- Unsecured, considered good	128.52	137.26
- Unsecured, considered doubtful	147.33	164.75
- Less: Loss allowance for doubtful deposits	(147.33)	(164.75)
	9,490.12	8,382.97

*Bank deposits held as margin money represents deposits made on account of guarantees issued to government customers amounting to INR 2,225.38 lakhs (31 March 2024: INR 1,734.43 lakhs) and deposits made to avail overdraft facilities amounting to INR 3,744.08 lakhs (31 March 2024: INR 2,631.59 Lakhs)

Information about Group's exposure to credit and market risks and fair value measurement is included in Note 41.

7. Income tax assets (net)

	As at 31 March 2025	As at 31 March 2024
Advance income tax (net of provision of INR 14,201.90 lakhs (31 March 2024: INR 9,403.22 lakhs))	2,156.48	1,697.90
	2,156.48	1,697.90

7A Income tax liabilities (net)

	As at 31 March 2025	As at 31 March 2024
Provision for tax (net of advance tax of INR 4,303.28 lakhs (31 March 2024 INR 3,543.93 lakhs))	3,038.67	1,761.64
MAT credit utilised of INR 1,989.35 lakhs (31 March 2024: Nil)		
	3,038.67	1,761.64

8. Other non-current assets

	As at 31 March 2025	As at 31 March 2024
Prepaid expenses	47.61	17.86
	47.61	17.86

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9. Investments (refer note 39)

	As at 31 March 2025	As at 31 March 2024
Investments in bonds (unquoted)		
Bonds at FVOCI		
Investment in government bonds	6,519.09	6,119.17
	6,519.09	6,119.17
Investments in mutual funds (unquoted)		
Mutual funds at FVTPL	44,320.53	30,379.72
	44,320.53	30,379.72

Aggregate book value of unquoted investments 50,839.62 36,498.89

Investments in bonds measured at FVOCI have stated interest rates of 6.40% to 8.63%. Information about Group's exposure to credit and market risks and fair value measurement is included in Note 41.

10. Trade receivables

	As at 31 March 2025	As at 31 March 2024
- Trade receivables - Unsecured, considered good	62,323.96	47,815.12
- Trade receivables - Credit	1,252.88	902.36
	63,576.84	48,717.48
Allowance for bad and doubtful debts		
- Trade receivables- Unsecured, considered good	(6,655.98)	(3,461.77)
- Trade receivables - Credit impaired	(1,252.88)	(902.36)
	55,667.98	44,353.35

Trade Receivables Ageing Schedule

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 years	1-2 Years	2-3 Years	More Than 3 years	
As at 31 March 2025							
Undisputed Trade Receivables- Considered good	36,820.94	15,597.59	5,655.09	3,102.21	710.69	437.44	62,323.96
Undisputed Trade Receivables- Which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- credit impaired	-	-	-	85.01	1,167.87	-	1,252.88
Disputed Trade Receivables- Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables- Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
	36,820.94	15,597.59	5,655.09	3,187.22	1,878.56	437.44	63,576.84

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months to 1 years	1-2 Years	2-3 Years	More Than 3 years	
As at 31 March 2024							
Undisputed Trade Receivables- Considered good	32,768.30	11,766.51	1,465.24	1,205.65	461.94	147.48	47,815.12
Undisputed Trade Receivables- Which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables- credit impaired	-	-	-	416.73	485.63	-	902.36
Disputed Trade Receivables- Considered good	-	-	-	-	-	-	-
Disputed Trade Receivables- Which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
	32,768.30	11,766.51	1,465.24	1,622.38	947.57	147.48	48,717.48

No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, director or a member.

Trade receivables are non-interest bearing and are generally on terms of 15-90 days.

The Group's exposure to credit and currency risks and loss allowances related to trade receivables are discussed in note 41(C)(ii) and 41(C)(v) .

11. Cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024
Cash on hand	5.47	6.45
Balances with banks		
- in current accounts*	10,370.14	11,049.47
- Balances with scheduled banks in deposit accounts with original maturity of less than three months	1.39	1,401.39
	10,377.00	12,457.31

*Current account balances of Holding Company with banks include INR Nil (31 March 2024: INR 180.76 lakhs) held at a foreign branch.

Short term deposits are from varying periods of between one day to three months, depending upon the immediate cash requirements of the group, and earn interest at the respective short term deposit rates.

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

12. Bank balances other than cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024
Balances with scheduled banks in deposit accounts		
- Original maturity of less than 12 months	31,161.27	25,128.10
- Unclaimed dividend account*	11.83	8.73
	31,173.10	25,136.83

*These balances are not available for use by the Group as they represent corresponding unclaimed liabilities.

13. Current financial assets - Loans

	As at 31 March 2025	As at 31 March 2024
Loans to employees*	53.11	11.73
	53.11	11.73

*These are interest bearing loans - repayable within one year, chargeable at the rate of 12% p.a.

14. Current financial assets - Others

	As at 31 March 2025	As at 31 March 2024
(unsecured considered good, unless otherwise stated)		
Interest accrued on deposits	992.73	1,633.76
Interest accrued but not due on government bonds	307.04	307.82
Derivatives assets	-	68.47
Security deposits	151.37	251.02
Other receivable	518.10	120.31
	1,969.24	2,381.38

15A. Contract assets*

	As at 31 March 2025	As at 31 March 2024
Contract assets	11,379.85	7,288.42
- other than related parties	(356.19)	(207.72)
Less: Provision for loss allowance	11,023.66	7,080.70

*Contract assets (unbilled revenue) represents amounts recognised based on services performed in advance of billing in accordance with contract terms.

***Changes in contract assets (unbilled revenue) is as follows:**

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	7,288.42	7,949.95
Less: Amount of revenue billed during the year	(5,169.96)	(5,803.90)
Add: Addition during the year	9,261.39	5,142.37
Balance at the end of the year	11,379.85	7,288.42

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Changes in loss allowance on contract assets is as follows:

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	207.72	225.78
Impairment loss recognised	148.47	(18.06)
Balance at the end of the year	356.19	207.72

15B. Other current assets

	As at 31 March 2025	As at 31 March 2024
Advances to vendors	55.00	103.43
Balances with government authorities	1,935.99	1,109.78
Deferred contract cost	169.59	175.85
Advance to employees	187.02	191.13
Prepaid expenses	1,337.00	1,097.10
Other current assets	-	4.35
	3,684.60	2,681.64

16. Equity share capital

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
Authorised share capital				
Equity shares of INR 10 each	16,81,00,200	16,810.02	9,80,00,200	9,800.02
Add: Equity share capital of INR 10 each	-	-	7,01,00,000	7,010.00
0.01% Compulsory convertible preference shares of INR 10 each	1,19,99,800	1,199.98	1,19,99,800	1,199.98
	18,01,00,000	18,010.00	18,01,00,000	18,010.00

Issued, subscribed and paid up	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
Equity share capital of INR 10 each, fully paid up	14,02,91,802	14,029.18	6,99,55,701	6,995.57
Add: Issued during the year to Newgen ESOP Trust before bonus issue	-	-	1,13,700	11.37
Add: Bonus shares issued during the year	-	-	7,00,69,401	7,006.94
Add: Issued during the year to Newgen ESOP Trust	3,93,385	39.34	1,53,000	15.30
Add: Issued during the year to Newgen RSU Trust	9,40,000	94.00	-	-
Total after bonus issue	14,16,25,187	14,162.52	14,02,91,802	14,029.18
Less : Shares held by Newgen ESOP Trust	5,77,215	57.72	5,12,483	51.25
Less : Shares held by Newgen RSU Trust	8,35,025	83.50	-	-
Total equity share capital	14,02,12,947	14,021.30	13,97,79,319	13,977.93

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Reconciliation of shares outstanding at the beginning and at the end at the reporting year.

Equity share capital of INR 10 each, fully paid up	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	14,02,91,802	14,029.18	6,99,55,701	6,995.57
Add: Issued during the year to Newgen ESOP Trust before bonus issue	-	-	1,13,700	11.37
Add: Bonus shares issued during the year	-	-	7,00,69,401	7,006.94
Add: Issued during the year to Newgen ESOP Trust	3,93,385	39.34	1,53,000	15.30
Add: Issued during the year to Newgen RSU Trust	9,40,000	94.00	-	-
At the end of the year	14,16,25,187	14,162.52	14,02,91,802	14,029.18
Less: Shares held by Newgen ESOP Trust	5,77,215	57.72	5,12,483	51.25
Less: Shares held by Newgen RSU Trust	8,35,025	83.50	-	-
Total equity share capital	14,02,12,947	14,021.30	13,97,79,319	13,977.93

Terms/rights attached to equity shares

In case of equity shares, each equity shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting, except in case of interim dividend, if any. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their respective shareholding.

16 A Details of shareholders holding more than 5% shares in the Group

Equity shares of INR 10 each, fully paid up held by:

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% Holding	Number of shares	% Holding
- Mr. Diwakar Nigam	3,13,49,464	22.14%	3,13,49,464	22.35%
- Mr. T.S. Varadarajan	3,16,83,252	22.37%	3,00,18,612	21.40%
- Mrs. Priyadarshini Nigam	1,31,39,584	9.28%	1,31,39,584	9.37%
- Marathon Edge India Fund I	77,05,278	5.44%	77,05,278	5.49%

16 B Details of shares held by promoters

Equity shares of INR 10 each, fully paid up held by:

	As at 31 March 2025			As at 31 March 2024	
	Number of shares	% of total shares	% change during the year	Number of shares	% of total shares
- Mr. Diwakar Nigam	3,13,49,464	22.14%	0.00%	3,13,49,464	22.35%
- Mr. T.S. Varadarajan	3,16,83,252	22.37%	5.55%	3,00,18,612	21.40%
- Mrs. Priyadarshini Nigam	1,31,39,584	9.28%	0.00%	1,31,39,584	9.37%
- Mrs. Usha Varadarajan*	-	0.00%	(100.00%)	26,64,640	1.90%

*During the financial year 2024-25, 16,64,640 shares were transferred to Mr. T S Varadarajan. This transfer was conducted off-market as an inter-se transfer by way of gift. Further 10,00,000 shares were sold through an open market sale

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16 C Shares reserved for issue under Employee stock option plan and RSU Scheme

Terms attached to stock options granted to employees are described in note 34 regarding share based payments.

16 D Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date.

- (i) Equity shares have been issued under Employee stock options plans to trust for which only exercise price has been received in cash.

	For the year ended 31 March 2025	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2021
Equity shares of INR 10 each	13,33,385	2,66,700	-	-	-
Bonus shares of INR 10 each	-	2,00,193	-	-	-
	13,33,385	4,66,893	-	-	-

- (ii) Other than aforementioned, no shares has been allotted by way of bonus issues and no shares has been bought back in the current year and preceding 5 years.

17. Other equity

	As at 31 March 2025	As at 31 March 2024
Securities premium	4,684.57	3,717.69
Retained earnings	1,22,556.59	96,644.02
Capital redemption reserve	87.95	87.95
Capital reserve	416.59	416.59
General reserve	1,731.39	1,731.39
Newgen ESOP Trust reserve	545.72	553.29
Share options outstanding reserve	6,469.17	4,447.21
Foreign currency translation reserve	2,129.03	1,587.20
Other comprehensive loss	(999.10)	(811.76)
	1,37,621.91	1,08,373.58

Securities premium (refer note (i) below)	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	4,215.57	10,605.31
Securities premium on issue of shares to Newgen ESOP Trust	939.40	484.41
Transferred from share options outstanding reserve on exercise of stock options	517.46	132.79
Balance as at end of the year	5,672.43	11,222.51
Less: Securities premium on shares held by Newgen ESOP Trust	987.86	497.88
Less: Securities premium on issue of bonus shares	-	7,006.94
Balance as at end of the year	4,684.57	3,717.69

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Retained earnings (refer note (ii) below)	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	96,644.02	74,981.31
Profit for the year	31,524.24	25,160.50
Dividend on equity shares	(5,611.67)	(3,497.79)
Balance as at end of the year	1,22,556.59	96,644.02

Capital redemption reserve	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	87.95	87.95
Balance as at end of the year	87.95	87.95

General reserve	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	1,731.39	1,731.39
Balance as at end of the year	1,731.39	1,731.39

Capital reserve (refer note (vii) below)	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	416.59	416.59
Balance as at end of the year	416.59	416.59

Newgen ESOP Trust reserve (refer note (iii) below)	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	553.29	540.35
Addition to Newgen ESOP Trust reserve	(7.57)	12.94
Balance as at end of the year	545.72	553.29

Share options outstanding reserve (refer note (iv) below)	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	4,447.21	2,142.08
Employee stock compensation expense	2,539.42	2,437.92
Transferred to securities premium account on exercise of stock options	(517.46)	(132.79)
Balance as at end of the year	6,469.17	4,447.21

Other comprehensive loss (refer note (v) below)

Remeasurement of defined benefit liability	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	(547.97)	(244.01)
Other comprehensive loss (net of tax)	(71.25)	(303.96)
Balance as at end of the year	(619.22)	(547.97)

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Financial assets or investments carried at fair value through other comprehensive income	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	(263.79)	(212.26)
Other comprehensive loss (net of tax)	(116.09)	(51.53)
Balance as at end of the year	(379.88)	(263.79)

Foreign currency translation reserve (refer note (vi) below)	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	1,587.20	1,446.63
Other comprehensive income (net of tax)	541.83	140.57
Balance as at end of the year	2,129.03	1,587.20

- (i) Securities premium is used to record the premium received on issue of shares. It will be utilised in accordance with the provisions of the Companies Act, 2013.
- (ii) Retained earnings represents accumulated balances of profits over the years after appropriations for general reserves and adjustments of dividend.
- (iii) Newgen ESOP Trust has been treated as an extension of the Group and accordingly shares held by Newgen ESOP Trust are netted off from the total share capital. Consequently, all the assets, liabilities, income and expenses of the trust are accounted for as assets and liabilities of the Company, except for profit / loss on issue of shares to the employees and dividend received by trust which are directly adjusted in the Newgen ESOP Trust reserve.
- (iv) The Group has established various equity-settled share-based payment plans for certain employees of the Company. Refer to note 34 for further details on these plans.
- (v) Refer Statement of Changes in Equity for analysis of other comprehensive income, net of tax.
- (vi) Foreign currency translation reserve comprises of all exchange differences arising from translation of financial statements of foreign subsidiaries into functional and presentational currency.
- (vii) Capital reserve created on account of merger of Number Theory Software Private Limited ("Number Theory").

18. Right-of-use assets and lease liabilities

Changes in the carrying value of right of use assets for the year ended 31 March 2025

Particulars	Category of ROU asset		Total
	Leasehold land	Buildings	
Balance as at 1 April 2024	3,208.48	3,854.96	7,063.44
Addition	-	2,845.93	2,845.93
Termination of leases	-	(854.71)	(854.71)
Translation exchange difference	-	14.58	14.58
Depreciation	(39.30)	(1,287.28)	(1,326.58)
Balance as at 31 March 2025	3,169.18	4,573.48	7,742.66

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Changes in the carrying value of right of use assets for the year ended 31 March 2024

Particulars	Category of ROU asset		Total
	Leasehold land	Buildings	
Balance as at 1 April 2023	3,247.88	3,135.76	6,383.64
Addition	-	1,772.18	1,772.18
Translation exchange difference	-	4.02	4.02
Depreciation	(39.40)	(1,057.00)	(1,096.40)
Balance as at 31 March 2024	3,208.48	3,854.96	7,063.44

The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the Statement of Profit and Loss.(refer note 30)

Lease liabilities

Break up of current and non-current lease liabilities:

Particulars	As at 31 March 2025	As at 31 March 2024
Non-current lease liabilities	4,081.21	3,464.28
Current lease liabilities	1,267.27	1,166.55
Total	5,348.48	4,630.83

Movement in lease liabilities during the year ended 31 March 2025

Particulars	As at 31 March 2025
Balance as at 1 April 2024	4,630.83
Addition	2,651.85
Finance cost	452.33
Translation exchange difference	14.95
Termination of leases	(950.43)
Payment of lease liabilities	(1,451.05)
Balance as at 31 March 2025	5,348.48

Movement in lease liabilities during the year ended 31 March 2024

Particulars	As at 31 March 2024
Balance as at 1 April 2023	3,847.75
Addition	1,700.22
Finance cost	305.29
Translation exchange difference	5.83
Payment of lease liabilities	(1,228.26)
Balance as at 31 March 2024	4,630.83

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Changes in liabilities arising from financing activities

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at the beginning of the year	4,630.83	3,847.75
Cash flows :		
- Repayment	(1,451.05)	(1,228.26)
Non Cash		
- Interest expense	452.33	305.29
- Translation exchange difference	14.95	5.83
- Addition of lease liability	2,651.85	1,700.22
- Termination of leases	(950.43)	-
Balance as at the end of the year	5,348.48	4,630.83

Rental expense recorded for short-term leases was INR 453.45 lakhs for the year ended 31 March 2024 (31 March 2024: INR 338.95 lakhs)

For detail regarding the undiscounted contractual maturities of lease liabilities. (refer note 41(C)(iii))

19. Borrowings

	As at 31 March 2025	As at 31 March 2024
Current Borrowings		
Current maturities of deferred payment liabilities	-	219.92
	-	219.92

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities

As at 31 March 2025

Name of the entity	Balance as at 31 March 2024	Interest Accrued	Loan repayments	Other non cash changes	Balance as at 31 March 2025
Erstwhile shareholders of Number Theory Software Private Limited	219.92	14.32	(234.24)	-	-
	219.92	14.32	(234.24)	-	-

As at 31 March 2024

Name of the entity	Balance as at 31 March 2023	Interest Accrued	Loan repayments	Other non cash changes	Balance as at 31 March 2024
Erstwhile shareholders of Number Theory Software Private Limited	423.55	30.61	(234.24)	-	219.92
	423.55	30.61	(234.24)	-	219.92

(a) Deferred payment liability is discounted at the rate of 8%. Per annum.

(b) The liability is payable in three equal annual instalment of ₹234.24 lakhs. The repayment of instalment has commenced from January, 2023 and ended on January, 2025

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20 Non-current provisions

	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits (refer note 28)		
- provision for gratuity	4,082.81	3,729.50
- provision for compensated absences	1,469.98	1,143.57
	5,552.79	4,873.07

21. Trade payables

	As at 31 March 2025	As at 31 March 2024
- Total outstanding dues to micro enterprises and small enterprises	277.92	632.13
- Total outstanding dues to creditors other than micro and small enterprises	4,769.26	4,129.40
	5,047.18	4,761.53

Trade payables Ageing Schedule

As at 31 March 2025

	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 Years	1-2 Years	More Than 3 years	Unbilled payable	
Total outstanding dues of Micro enterprises and small enterprises	236.06	41.86	-	-	-	277.92
Total outstanding dues of creditors other than Micro enterprises and small enterprises	1,318.56	683.61	-	-	2,767.09	4,769.26
Disputed Dues of Micro enterprises and small enterprises	-	-	-	-	-	-
Disputed Dues of creditors other than Micro enterprises and small enterprises	-	-	-	-	-	-
	1,554.62	725.47	-	-	2,767.09	5,047.18

As at 31 March 2024

	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 Years	1-2 Years	More Than 3 years	Unbilled payable	
Total outstanding dues of Micro enterprises and small enterprises	632.13	-	-	-	-	632.13
Total outstanding dues of creditors other than Micro enterprises and small enterprises	879.26	-	-	-	3,250.14	4,129.40
Disputed Dues of Micro enterprises and small enterprises	-	-	-	-	-	-
Disputed Dues of creditors other than Micro enterprises and small enterprises	-	-	-	-	-	-
	1,511.39	-	-	-	3,250.14	4,761.53

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Trade payables are non-interest bearing and are generally on terms of 30-45 days.

- Refer note 36 for disclosures under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED).
- The Group's exposure to liquidity risk and currency risks related to trade payables is disclosed in note 41(C)(iii) & 41(C)(v).

22. Current financial liabilities - Others

	As at 31 March 2025	As at 31 March 2024
Employee related payables	5,922.69	5,005.78
Derivatives liabilities	112.43	-
Earnest money deposits	1.00	1.00
Payable for capital assets#	83.83	319.15
Unpaid dividends*	11.83	8.73
	6,131.78	5,334.66

Refer note 36 for amount payable to Micro and small enterprises. It includes payable in respect of capital assets amounting to INR 77.89 lakhs (31 March 2024 INR 13.78 lakhs)

*Unpaid dividends amount is not due for deposit to the Investor Education & Protection fund.

23. Deferred income

	As at 31 March 2025	As at 31 March 2024
Unearned revenue*	22,006.42	20,513.58
	22,006.42	20,513.58

*Changes in unearned revenue is as follows:

	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	20,513.58	16,803.94
Revenue recognised that was included in deferred income at the beginning of the year	(20,435.68)	(16,802.16)
Increase due to invoicing during the year, excluding amount recognised as revenue during the year	21,793.45	20,468.10
Foreign Currency Translation Reserve	135.07	43.70
Balance at the end of the year	22,006.42	20,513.58

24. Other current liabilities

	As at 31 March 2025	As at 31 March 2024
Statutory dues payable	4,692.07	3,282.93
Advance from employees for share options	5.13	1.83
Revenue received in advance	78.89	-
Other current liabilities	0.50	0.50
	4,776.59	3,285.26

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

25. Current provisions

	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits (refer note 28)		
- provision for gratuity	684.57	659.22
- provision for compensated absences	278.14	256.54
	962.71	915.76

26. Revenue from operations

	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of products - softwares	31,382.95	22,213.05
Sale of services		
- Implementation	33,195.07	25,825.00
- Scanning and Hardware	735.05	1,363.23
- AMC/ATS	27,810.62	24,899.39
- Support	40,923.94	37,270.86
- SaaS revenue	14,640.29	12,811.33
	1,48,687.92	1,24,382.86

(i) Performance obligations and remaining performance obligations

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Group expects to recognise these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Group has not disclosed the remaining performance obligation related disclosures for contracts where :

- The performance obligation is part of a contract that has an original expected duration of one year or less.
- The revenue recognised corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis.

Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialised and adjustments for currency.

The aggregate value of performance obligations that are completely or partially unsatisfied as at 31 March 2025, other than those meeting the exclusion criteria mentioned above is INR Nil (31 March 2024 INR Nil).

(ii) Reconciliation of revenue recognised with contract price

	For the year ended 31 March 2025	For the year ended 31 March 2024
Contract Price	1,48,687.92	1,24,382.86
Discounts	-	-
Other Variable considerations	-	-
	1,48,687.92	1,24,382.86

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

27. Other income

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income under the effective interest rate method:		
- on security deposits at amortised cost	49.83	30.96
- government and other bonds at FVOCI	424.82	426.00
Interest income on deposit with banks	2,306.71	2,147.65
Gain on lease termination	127.05	-
Gain on sale of property, plant and equipment	13.44	13.35
Profit on sale of mutual funds (net) at FVTPL	913.75	254.94
Fair value changes of financial assets at FVTPL	1,983.29	1,359.54
Liabilities / provision no longer required written back	476.46	120.68
Net foreign exchange fluctuation gain	-	359.04
Miscellaneous income	62.24	94.27
	6,357.59	4,806.43

28. Employee benefits expense

	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	66,854.80	56,463.30
Contribution to provident funds (refer note i below)	1,933.05	1,618.57
Expenses related to compensated absences (refer note ii below)	877.67	739.53
Share based payment - equity settled (refer note 34)	2,506.20	2,395.12
Expense related to defined benefit plan (refer note iii below)	892.80	757.10
Staff welfare expenses	1,039.86	857.81
	74,104.38	62,831.43

(i) Defined contribution plans:

The Group makes contributions, determined as a specified percentage of the employee salaries in respect of qualifying employees towards provident fund, which is a defined contribution plan. The amount recognised as an expense towards contribution to provident fund for the year aggregated to INR 1,933.05 lakhs (31 March 2024: INR 1,618.57 lakhs). The amount recognised as an expense towards employee state insurance aggregated to INR 0.07 lakhs (31 March 2024: INR 0.10 lakhs).

(ii) Compensated absences:

The Principal assumptions used in determining the compensated absences benefit obligation are as given below:

	31 March 2025	31 March 2024
Discounting rate (p.a.)	7.04%	4.85% - 7.22%
Future salary increase (p.a.)	8.00%	5.00% -8.00%
Leave availment rate	3.00%	3.00%
Attrition Rate (withdrawal rate%)		
Up to 30 years	20.00%	20.00%
From 31 to 44 years	20.00%	20.00%
Above 44 years	10.00%	10.00%

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(iii) Defined Benefit Plan:

Gratuity scheme - This is an unfunded defined benefit plan and it entitles an employee, who has rendered atleast 5 years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit.

- On normal retirement / early retirement / withdrawal / resignation: As per the provisions of the Payment of Gratuity Act, 1972 with vesting period of 5 years of service.
- On death in service: As per the provisions of the Payment of Gratuity Act, 1972 without any vesting period.

Gratuity payable to employee in case (i) and (ii), as mentioned above, is computed as per the Payment of Gratuity Act, 1972 except the Group does not have any limit on gratuity amount."

A. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset)/ liability and its components.

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	4,388.72	3,379.10
Benefits paid*	(623.66)	(214.70)
Current service cost	630.04	547.54
Interest cost	283.94	237.88
Reversal of opening provision of Number Theory	-	(28.32)
Reversal of opening provision of Dubai Branch	(21.18)	-
Actuarial losses recognised in OCI		
change in demographic assumptions	-	47.33
change in financial assumptions	279.12	190.67
experience adjustments	(169.60)	229.22
Balance at the end of the year	4,767.38	4,388.72

*It includes INR 450.35 lakhs (31 March 2024: NIL) paid to employees of Dubai as full & final settlement as Holding company has closed the dubai branch office.

B. i) Expense recognised in profit and loss

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current service cost	630.04	547.54
Interest cost	283.94	237.88
Reversal of opening provision of Number Theory	-	(28.32)
Reversal of opening provision of Dubai Branch	(21.18)	-
Total expense recognised in Statement of profit and loss	892.80	757.10

ii) Remeasurements recognised in other comprehensive income

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Actuarial loss on defined benefit obligation	109.52	467.22
Total remeasurements recognised in other comprehensive income	109.52	467.22

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

C. Defined benefit obligations

i. Actuarial assumption

The following were the principal actuarial assumptions at the reporting date:

	For the year ended 31 March 2025	For the year ended 31 March 2024
Discount rate	7.04%	5.25% - 7.22%
Salary escalation rate	8.00%	5.00% - 8.00%
Mortality rate	100% of IALM (2012- 14)	100% of IALM (2012- 14)
Attrition Rate (withdrawal rate%)		
Up to 30 years	20.00%	20.00%
From 31 to 44 years	20.00%	20.00%
Above 44 years	10.00%	10.00%

ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	31 March 2025		31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (0.50% movement)	(123.58)	130.29	(77.95)	79.11
Future salary growth (0.50% movement)	128.49	(123.06)	78.03	(77.42)

Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated. Sensitivities as to rate of inflation, rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable being a lump sum benefit on retirement.

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Group's financial statements as at balance sheet date:

iii. Maturity profile of defined benefit obligation:

	As at 31 March 2025	As at 31 March 2024
Within the next 12 months (next annual reporting period)	684.57	661.82
Between 1 and 5 years	2,088.49	1,805.57
Beyond 5 years	1,994.32	1,988.94
Net defined benefit liability		
Liability for gratuity	4,767.38	4,388.72
Liability for compensated absences	1,748.12	1,400.11
Total employee benefit liabilities	6,515.50	5,788.83

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Net defined benefit liability	As at 31 March 2025	As at 31 March 2024
Non-current:		
Gratuity	4,082.81	3,729.50
Compensated absences	1,469.98	1,143.57
Current:		
Gratuity	684.57	659.22
Compensated absences	278.14	256.54

29. Finance costs

	For the year ended 31 March 2025	For the year ended 31 March 2024
Finance cost on lease liabilities	452.33	305.29
Interest expense on borrowings	14.32	30.61
Other finance costs	10.55	82.28
	477.20	418.18

30. Depreciation and amortisation

	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation of property, plant and equipment (refer note 4)	1,603.63	1,335.27
Depreciation of right-of use assets (refer note 18)	1,326.58	1,096.40
Amortisation of intangible assets (refer note 5)	373.92	365.10
	3,304.13	2,796.77

31. Other expenses

	For the year ended 31 March 2025	For the year ended 31 March 2024
Rent	453.45	338.95
Repairs and maintenance	621.79	561.78
Rates and taxes	1,300.41	1,094.36
Travelling and conveyance	8,310.51	6,098.12
Legal and professional fees	7,354.98	6,902.12
Payment to auditors*	72.25	68.17
Outsourced technical services expense	370.02	878.31
Cloud hosting services	2,989.69	2,457.36
Electricity and water	442.86	432.85
Advertising and sales promotion	2,562.74	1,591.99
Membership and subscription fee	707.93	585.15
Brokerage and commission	1,112.38	1,560.05
Communication costs	440.08	425.85
Software and license maintenance	2,071.35	1,663.81
Expenditure on corporate social responsibility (refer note 38)	436.10	378.91
Donation	38.70	39.75
Recruitment charges	349.82	402.06
Insurance	1,738.43	1,975.63
Operation and maintenance	813.30	577.82
Printing, stationery and scanning charges	437.79	382.09
Sub - contracting expenses	25.68	494.51

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	For the year ended 31 March 2025	For the year ended 31 March 2024
Loss allowance on trade receivables (Loss allowance on trade receivables includes loss allowance created on contract assets amounting to (INR 148.47 lakhs) (31 March 2024 (INR 18.06 lakhs)).	3,667.80	3,263.98
Security charges	284.27	250.58
Net foreign exchange fluctuation loss	59.69	-
Miscellaneous expenses	300.99	296.22
	36,963.01	32,720.42
*Payment to auditors		
As auditor:		
- Statutory audit fee	43.00	37.00
- Limited review fee	21.00	21.00
- Certification fee	6.15	7.32
- Reimbursement of expenses	2.10	2.85
	72.25	68.17

32. Income Tax

	For the year ended 31 March 2025	For the year ended 31 March 2024
A. The major components of income tax income recognised in Statement of Profit or Loss		
Tax expense	9,872.01	5,953.49
Deferred tax credit	(1,199.46)	(691.50)
Total	8,672.55	5,261.99
Recognised in Other comprehensive Income		
Tax impact on		
- Re-measurement on defined benefit plan	38.27	163.26
- Financial assets or investments carried at fair value through other comprehensive income	35.26	15.65
Total	73.53	178.91

	31 March 2025		31 March 2024	
B. Reconciliation of effective tax rate		40,196.79		30,422.49
Tax using the Group's tax rate	34.94%	14,046.37	34.94%	10,630.84
Impact of different rate in each jurisdiction	(0.78%)	(314.25)	(0.44%)	(134.01)
Effect of deduction under section 10AA of the Income tax Act, 1961	(10.71%)	(4,305.67)	(15.94%)	(4,849.61)
Effect of expenses permanently disallowed under the Income Tax Act, 1961	0.49%	197.23	0.65%	197.58
Effect of income exempt/ non taxable/ taxed on lower rate	(0.20%)	(80.24)	(0.60%)	(182.58)
Tax expense for earlier years	(1.74%)	(698.46)	(0.54%)	(165.66)
Others	(0.43%)	(172.43)	(0.77%)	(234.57)
Income tax recognised in statement of profit and loss for the current year	21.58%	8,672.55	17.30%	5,261.99

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C. Deferred tax asset /(liabilities) and movement in temporary differences

31 March 2025

Particulars	Balance as at 1 April 2024	Translation exchange difference	Recognised in Statement of Profit or Loss during the year	Recognised in OCI during the year	Balance as at 31 March 2025
Deferred tax assets (net)					
Investments at fair value through OCI	85.06	-	-	35.26	120.32
Remeasurement of defined benefit liability (asset)	293.97	-	-	38.27	332.24
Property, plant and equipment	(1,488.33)	(0.26)	(164.60)	-	(1,653.19)
Loss allowance on other financial assets	57.57	-	(6.09)	-	51.48
Loss allowance on trade receivables	1,233.86	4.83	724.61	-	1,963.30
Provision for employee benefits	1,839.76	-	88.70	-	1,928.46
Lease liabilities	45.65	-	108.95	-	154.60
MAT credit entitlement	1,330.25	-	784.23	-	2,114.48
Disallowance on account of delayed payment to MSME Vendor	125.15	-	(53.48)	-	71.67
Fair value gain on mutual funds	(676.37)	-	(282.86)	-	(959.23)
Total	2,846.57	4.57	1,199.46	73.53	4,124.13
MAT credit utilised	-	-	-	-	(1,989.35)
Total	2,846.57	4.57	1,199.46	73.53	2,134.78

31 March 2024

Particulars	Balance as at 1 April 2023	Translation exchange difference	Recognised in Statement of Profit or Loss during the year	Recognised in OCI during the year	Balance as at 31 March 2024
Deferred tax liabilities (net)					
Property, plant and equipment	11.76	-	(11.76)	-	-
Total	11.76	-	(11.76)	-	-
Deferred tax assets (net)					
Investments at fair value through OCI	69.41	-	-	15.65	85.06
Remeasurement of defined benefit liability (asset)	130.71	-	-	163.26	293.97
Property, plant and equipment	(1,345.41)	(0.18)	(142.74)	-	(1,488.33)
Loss allowance on other financial assets	57.57	-	-	-	57.57
Loss allowance on trade receivables	1,222.50	1.68	9.68	-	1,233.86
Provision for employee benefits	1,423.61	(0.21)	416.36	-	1,839.76
Lease liabilities	28.57	-	17.08	-	45.65
MAT credit entitlement	630.59	-	699.66	-	1,330.25
Disallowance on account of delayed payment to MSME Vendor	-	-	125.15	-	125.15
Fair value gain on mutual funds	(230.92)	-	(445.45)	-	(676.37)
Total	1,986.63	1.29	679.74	178.91	2,846.57

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33. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Group by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Group by the weighted average number of equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

i. Profit attributable to Equity holders of the Group

	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit attributable to equity holders of the Group	31,524.24	25,160.50
Profit attributable to equity holders of the Group for basic and diluted earnings	31,524.24	25,160.50

ii. Weighted average number of ordinary shares

	For the year ended 31 March 2025	For the year ended 31 March 2024
Opening balance of equity's shares	13,97,79,319	6,96,55,676
Effect of share options exercised	1,48,942	1,00,308
Addition of Bonus shares issued (net of bonus shares issued to trust)	-	6,98,69,208
Weighted average number of shares for basic EPS	13,99,28,261	13,96,25,192
Effect of dilution:		
Add: Weighted average number of potential equity shares on account of employees stock options	40,71,297	41,28,440
Weighted average number of shares for diluted EPS	14,39,99,558	14,37,53,632

Basic and diluted earnings per share

	For the year ended 31 March 2025 INR	For the year ended 31 March 2024 INR
Basic earnings per share	22.53	18.02
Diluted earnings per share	21.89	17.50

34. Share-based payment arrangements:

A. Description of share-based payment arrangements

i. Share option programmes (equity-settled)

The Group established Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014) in the year 2014-15, administered through a new Trust 'Newgen ESOP Trust'. The maximum numbers of shares to be issued under this Scheme shall be limited to 3,907,023 equity shares of the Group. Pursuant to the scheme, during the year 2014-15, the Group has granted 3,653,525 options at an exercise price of INR 63 per option, to the employees of the Group. Further, during the year 2017-18 grant of options 353,000, 130,000, and 79,250 through grant II, III and IV on 1 Jul 2017, 1 Sep 2017 and 1 Oct 2017 respectively under the same scheme and with same vesting conditions was made. During the year 2020-21, the Group has granted 2,33,000 options through grant V under Newgen ESOP 2014 on 25 March 2021. During the year 2022-23, the Group has granted 20,000 options through grant VI under Newgen ESOP 2014 on 17 January 2023. During the year 2023-24, the Group has granted 5,000 options through grant VII under Newgen ESOP 2014 on 2 May 2023. Under the terms of the plans, these options are vested on a graded vesting

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basis over a maximum period of four years from the date of grant and are to be exercised either in part(s) or full, within a maximum period of five years from the date of last vesting. Consequent to bonus issue in the ratio of 1:1 during the financial year ended 31 March 2024, all the outstanding options and exercise price before the record date of 12 January 2024 have been adjusted to consider the bonus issue impact. During the year 2024-25, the Group has granted 43,000 options through grant VIII under Newgen ESOP 2014 on 18 July 2024.

During the year 2020-21, the Group has established Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021), administered through a new trust "Newgen RSU Trust". The maximum numbers of shares to be issued under this Scheme shall be limited to 28,00,000 equity shares of the Group. During the year 2021-22, the Group has granted 12,11,500 and 1,73,500 options through grant I and II respectively under this scheme at an exercise price of INR 10 per option, to the employees of the Group. During the year 2022-23, the Group has granted 35,000 options through grant III under this scheme at an exercise price of INR 10 per option, to the employees of the Group. During the year 2023-24, the Group has granted 10,000 and 20,000 options through grant IV and V respectively under this scheme at an exercise price of INR 10 per option, to the employees of the Group. Under the terms of the scheme, these options are vested on a graded vesting basis over a maximum period of five years from the date of grant and are to be exercised either in part(s) or full, within a maximum period of five years from the date of last vesting. Consequent to bonus issue in the ratio of 1:1 during the financial year ended 31 March 2024, all the outstanding options before the record date of 12 January 2024 have been adjusted to consider the bonus issue impact.

During the year 2022-23, the Group has established Newgen Employee Stock Option Scheme – 2022 (Newgen ESOP – 2022), administered through a trust "Newgen ESOP Trust". The maximum numbers of shares to be issued under this Scheme shall be limited to 42,00,000 equity shares of the Group. During the year 2022-23, the Group has granted 9,41,800 options through grant I under this scheme at an exercise price of INR 364.20 per option, to the employees of the Group. During the year 2023-24, the Group has granted 1,58,750, 68,150 and 3,86,500 options through grant II, III and IV on 2 May 2023, 19 July 2023 and 20 March 2024 under this scheme at an exercise price of INR 452, INR 615 and INR 640.10 per option, to the employees of the Group. Under the terms of the scheme, these options are vested on a graded vesting basis over a maximum period of four years from the date of grant and are to be exercised either in part(s) or full, within a maximum period of five years from the date of vesting. Consequent to bonus issue in the ratio of 1:1 during the financial year ended 31 March 2024, all the outstanding options and exercise prices before the record date of 12 January 2024 have been adjusted to consider the bonus issue impact. During the year 2024-25, the Group has granted 1,91,400, 40,850, 5,30,100 and 73,050 options through grant V, VI, VII and VIII on 30 April 2024, 18 July 2024, 15 October 2024 and 20 January 2025 under this scheme at an exercise price of INR 780, INR 944.15, INR 1,216 and INR 14,27.50 per option respectively to the employees of the Group.

Particulars	Newgen ESOP 2014	Newgen RSU – 2021	Newgen ESOP 2022
Maximum number of shares under the plan	3907023 [#]	2800000 ^{##}	4200000 ^{###}
Method of settlement (cash/equity)	Equity	Equity	Equity
Vesting period (maximum)	4 years	5 years	4 years
	1 year - 10%	at the end of 3 rd	1 year - 10%
	2 year - 20%	year - 50%	2 year - 20%
	3 year - 30%	at the end of 5 th	3 year - 30%
	4 year - 40%	year - 50%	4 year - 40%

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Particulars	Newgen ESOP 2014	Newgen RSU – 2021	Newgen ESOP 2022
Exercise period from the date of vesting (maximum)	5 year from last vesting	5 year from last vesting	5 year from vesting date
Vesting conditions	Service period	Service period & Performance based	Service period

*Consequent to the adjustment related to the Bonus issue in the ratio of 1:1, as approved by the shareholders of the company on 2 January 2024, the pool of the Scheme was increased by 1,23,223 ESOPs convertible into the equal number of equity shares.

**Consequent to the adjustment related to the Bonus issue in the ratio of 1:1, as approved by the shareholders of the company on 2 January 2024, the pool of the Scheme was increased from 14,00,000 to 28,00,000 RSUs convertible into the equal number of equity shares.

***Consequent to the adjustment related to the Bonus issue in the ratio of 1:1, as approved by the shareholders of the company on 2 January 2024, the pool of the Scheme was increased from 14,00,000 to 28,00,000 ESOPs convertible into the equal number of equity shares. The company further added 14,00,000 shares in the Scheme with the approval of shareholders on 25 July 2024.

Newgen ESOP trust has been treated as an extension of the company and accordingly shares held by Newgen ESOP Trust are netted off from the total share capital. Consequently, all the assets, liabilities, income and expenses of the trust are accounted for as assets and liabilities of the company, except for profit / loss on issue of shares to the employees and dividend received by trust which are directly adjusted in the Newgen ESOP Trust reserve.

Following table represents general terms of the grants for the ESOP outstanding as on 31 March 2025.

ESOP schemes	Grant Date	No. of Options Outstanding	Exercise Price	Weighted average remaining life	Vesting Period
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	1-Jul-2017	52,080	INR 31.50	1.25	4 years
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	1-Sep-2017	80,500	INR 31.50	1.42	4 years
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	1-Oct-2017	4,000	INR 31.50	1.50	4 years
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	25-Mar-2021	1,39,500	INR 31.50	4.98	4 years
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	17-Jan-2023	24,700	INR 31.50	6.80	4 years
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	2-May-2023	9,000	INR 31.50	7.09	4 years
Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	18-Jul-2024	43,000	INR 63.00	8.30	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	17-Jan-2023	12,96,474	INR 182.10	5.80	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	2-May-2023	2,28,530	INR 226.00	6.09	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	19-Jul-2023	1,05,040	INR 307.50	6.30	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	20-Mar-2024	3,28,600	INR 640.10	6.97	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	30-Apr-2024	1,63,950	INR 780.00	7.06	4 years

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ESOP schemes	Grant Date	No. of Options Outstanding	Exercise Price	Weighted average remaining life	Vesting Period
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	18-Jul-2024	37,400	INR 944.15	7.30	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	15-Oct-2024	5,14,550	INR1,216.00	7.54	4 years
Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	20-Jan-2025	69,050	INR1,427.50	7.81	4 years

Following table represents general terms of the grants for the RSU outstanding as on 31 March 2025.

ESOP schemes	Grant Date	No. of Options Outstanding	Exercise Price	Weighted average remaining life	Vesting Period
Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021)	23-Dec-2021	22,27,024	INR 10.00	6.73	5 years
Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021)	2-Mar-2022	1,72,001	INR 10.00	6.92	5 years
Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021)	18-Oct-2022	70,000	INR 10.00	7.55	5 years
Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021)	2-May-2023	20,000	INR 10.00	8.09	5 years
Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021)	19-Jul-2023	40,000	INR 10.00	8.30	5 years

B. Measurement of fair values

i. Equity-settled share-based payment arrangements

The fair value of the employee share options has been measured using the Black-Scholes formula. The fair value of options granted during the year and the inputs used in the measurement of the fair values of the equity-settled share based payment plans are as follows:

Particulars	Newgen ESOP 2014 Grant - VIII	Newgen ESOP 2022 Grant - V	Newgen ESOP 2022 Grant - VI	Newgen ESOP 2022 Grant - VII	Newgen ESOP 2022 Grant - VIII
Date of grant	18-Jul-2024	30-Apr-2024	18-Jul-2024	15-Oct-2024	20-Jan-2025
Fair value of options at grant date	955.03	439.45	535.76	688.34	809.21
Share price at grant date	1,049.05	866.45	1,049.05	1,350.85	1,586.10
Exercise price	63.00	780.00	944.15	1,216.00	1,427.50
Expected volatility (weighted-average)	46.04%	45.38%	46.04%	46.37%	46.39%
Expected life (weighted-average)	5 years	5 years	5 years	5 years	5 years
Expected dividends	0.85%	0.95%	0.85%	0.85%	0.85%
Risk-free interest rate (based on government bonds)	6.83% - 6.84%	7.08% - 7.12%	6.80% - 6.84%	6.57% - 6.65%	6.63% - 6.67%

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

C. Reconciliation of outstanding share options

The number and weighted-average exercise prices of share options under the share option programmes were as follows.

Newgen Employees Stock Option Scheme 2014 (Newgen ESOP 2014)	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
	31 March 2025	31 March 2025	31 March 2024	31 March 2024
Options outstanding as at the beginning of the year	4,25,180	INR 31.50	4,49,102	INR 31.50
Add: Options granted during the year	43,000	INR 63.00	5,000	INR 31.50
Add: Bonus issue during the year in (1:1)	-	INR 31.50	2,15,690	INR 31.50
Less: Options lapsed during the year	-	INR 31.50	24,880	INR 31.50
Less: Options exercised during the year	1,15,400	INR 31.50	2,19,732	INR 31.50
Options outstanding as at the year end	3,52,780	INR 35.34	4,25,180	INR 31.50
Exercisable as at year end	2,79,780		2,80,980	
Weighted - average contractual life	4.16 years		4.61 years	

Newgen Software Technologies Restricted Stock Units Scheme – 2021 (Newgen RSU – 2021)	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
	31 March 2025	31 March 2025	31 March 2024	31 March 2024
Options outstanding as at the beginning of the year	26,40,000	INR 10.00	13,05,000	INR 10.00
Add: Options granted during the year	-	INR 10.00	30,000	INR 10.00
Add: Bonus issue during the year in (1:1)	-	INR 10.00	13,20,000	INR 10.00
Less: Options lapsed during the year	6,000	INR 10.00	15,000	INR 10.00
Less: Options exercised during the year	1,04,975	INR 10.00	-	INR 10.00
Options outstanding as at the year end	25,29,025	INR 10.00	26,40,000	INR 10.00
Exercisable as at year end	11,47,025		-	
Weighted - average contractual life	6.80 years		7.80 years	

Newgen Employees Stock Option Scheme 2022 (Newgen ESOP 2022)	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
	31 March 2025	31 March 2025	31 March 2024	31 March 2024
Options outstanding as at the beginning of the year	24,05,927	INR 364.20	9,17,650	INR 182.10
Add: Options granted during the year	8,35,400	INR 780-INR 1427.50	6,13,400	INR 226-INR 640.10
Add: Bonus issue during the year in (1:1)	-	-	10,41,150	INR182.10-INR 307.50
Less: Options lapsed during the year	2,84,480	INR182.10-INR 1427.50	1,31,570	INR182.10-INR 640.10
Less: Options exercised during the year	2,13,253	INR 182.10-INR308	34,703	INR 182.10
Options outstanding as at the year end	27,43,594	INR 516.84	24,05,927	INR 364.20
Exercisable as at year end	2,90,714		1,31,737	
Weighted - average contractual life	6.46 years		7.05 years	

D. Expense recognised in Statement of Profit and Loss

For details on the employee benefits expense, refer note 28

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35. Contingent liabilities and commitments (to the extent not provided for)

a) Claims against the Group (including unasserted claims) not acknowledged as debt:

Particulars	Assessment Year	31 March 2025	31 March 2024
Demands raised by the income tax authorities :			
- demand raised on account of inadmissible foreign withholding tax	2020-21	117.59	117.59
- demand raised on account of inadmissible foreign withholding tax	2021-22	67.55	67.55
Total		185.14	185.14

The assessing officer passed an order dated 29 September 2023 and 30 December 2023 under section 143(3) of the Income Tax Act, 1961 in respect inadmissible foreign withholding tax adjustment claimed as business expenditure under Sec 37 of Income Tax Act, 1961 amounting to INR 336.51 lakhs and INR 193.31 lakhs for assessment year 2020-21 and 2021-22 respectively. An appeal was filed with the commissioner of income tax (appeals) against the order of the assessing officer on 7 October 2023 and 23 January 2024 for assessment year 2020-21 and 2021-22 respectively and order of CIT(A) is awaited .

b) Capital Commitments

Particulars	31 March 2025	31 March 2024
Estimated amount of contracts remaining to be executed on capital account (net of advances)	-	422.57
Total	-	422.57

36. Details of dues to Micro, Small and Medium Enterprises as defined under the MSMED Act, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum.

Disclosure in respect of the amounts payable to such enterprises as on 31 March 2025 and 31 March 2024 based on information received and available with the Group.

Particulars	31 March 2025	31 March 2024
Principal Amount*	341.41	746.60
Interest due thereon at the end of the accounting year .	14.40	27.46
the amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year .	-	-
the amount of interest due and payable for the year for delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006).	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year .	-	-
the amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act , 2006.	-	-

* Includes INR 77.89 lakhs (31 March 2024 : INR 141.93 lakhs) on account of capital creditors.

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

37. After the reporting date the following dividend were proposed by the Board of Directors, subject to the approval of shareholders at Annual General Meeting; Accordingly, the dividends have not been recognised as liabilities

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Final dividend of INR 5.00 per share (31 March 2024: INR 4.00 per share)	7,081.26	5,611.67

38. Utilisation of Corporate Social Responsibility expenses

As per Section 135 of the Companies Act 2013, read with guidelines issued by Department of Public Enterprises ("DPE"), the company is required to spend in every financial year atleast two percent of the average net profits of the company made during the three immediately preceding financial years in accordance with its CSR policy. The details of CSR expenses for the year are as under:

Particulars	31 March 2025	31 March 2024
Amount required to be spend during the year	442.02	375.92
Amount of expenditure incurred		
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	436.10	378.91
Amount of shortfall for the year	5.92	-
Amount of cumulative shortfall at the end of the year	-	-

The areas for CSR activities are promoting education, health care, sanitation, digital literacy and livelihood enhancement . The funds were primarily utilized through the year on the activities which are specified in Schedule VII of the Companies Act, 2013. There was cumulative excess amount spent on CSR amounting to INR 6.28 lakhs which has been adjusted in current financial year against shortfall of INR 5.92 lakhs. There is no unspent balance in respect of ongoing projects for which information is required to be disclosed.

39. Details of current Investments (refer note 9)

Particulars	Number of units as at		Amount in lakhs as at	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Investment in Debt mutual funds -FVTPL				
ABSL Crisil IBX Gilt Apr 2029 Index Fund Dir Growth	57,75,217.32	57,75,217.32	710.58	651.18
ABSL Government Securities Fund Growth-Regular	10,22,684.60	10,22,684.60	824.35	758.15
Bandhan CRISIL IBX Gilt June 2027 Index Fund Direct Plan-Growth	1,65,12,803.06	1,65,12,803.06	2,097.47	1,937.23
HDFC Nifty G-Sec Dec 2026 Index Fund-Direct-G	68,18,815.04	68,18,815.04	813.42	754.29
HDFC Nifty G-Sec Jul 2031 Index Fund-Direct-G	1,36,18,551.96	1,36,18,551.96	1,674.43	1,522.35
Bharat bonds ETF	20,000.00	20,000.00	295.37	270.91
HDFC Short Term Debt Fund-Growth option	9,75,997.08	-	315.10	-
ICICI Pru Short Term Direct-G	5,73,030.68	-	367.09	-
ICICI Prudential corporate bond fund	8,18,055.93	-	249.93	-
Nippon India Corporate Bond Fund Growth	1,97,338.46	-	121.29	-
SBI Short Term Debt Fund-Growth	14,17,986.28	-	472.35	-
Investment in Liquid mutual funds -FVTPL				
Aditya Birla Sun Life Money Manager Fund - Growth-Direct Plan	14,24,916.26	11,04,551.98	5,238.99	1,625.04
Canara Robeco Ultra Short Term Direct-G	39,219.44	25,921.90	1,555.03	805.75

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	Number of units as at		Amount in lakhs as at	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
DSP Ultra Short Direct-G	18,917.58	8,933.10	687.25	300.72
Edelweiss Money Market Direct-G	10,54,569.68	10,54,569.68	324.17	300.72
HDFC LIQUID Fund-DIRECT GROWTH	1,379.00	7,622.95	70.24	361.61
HDFC Low Duration Direct-G	21,10,649.71	10,62,535.07	1,293.19	537.03
ICICI Pru Savings Direct -G	4,49,528.40	1,21,384.95	2,425.75	408.81
Kotak Liquid Fund Direct Plan Growth	-	70,340.51	-	1,566.92
Kotak Money Market Fund - Direct Plan - Growth	82,432.94	63,954.89	3,664.49	2,636.55
Kotak Savings Direct-G	41,80,711.15	23,37,715.22	1,841.62	824.10
Nippon India Money Market Direct	8,106.39	13,128.13	334.14	486.61
Nippon India Ultra Short Duration Fund	4,814.72	25,070.79	209.67	1,010.89
Quant Liquid Direct-G	15,63,764.10	53,19,615.54	651.91	2,040.85
SBI Savings Direct-G	15,36,860.91	21,19,840.54	670.13	639.38
Tata Liquid Fund Direct Plan - Growth	-	90,088.94	-	1,227.89
Tata Money Market Fund Direct Plan - Growth	97,381.97	30,253.33	4,592.84	1,320.56
ICICI Prudential Liquid Direct Growth	55,315.56	-	212.35	-
Investment in Hybrid mutual funds -FVTPL				
Canara Robeco Equity Hybrid Direct-G	3,00,913.50	1,75,492.77	1,138.33	607.22
DSP Equity & Bond Fund - Growth	2,98,607.76	1,55,312.74	1,140.54	501.93
HDFC Balanced Advantage Direct-G	1,89,987.67	1,76,813.51	1,005.04	856.01
ICICI Pru Balanced Advantage Direct-G	14,30,769.40	17,93,496.98	1,105.13	1,279.48
ICICI Prudential Equity & Debt Fund	1,37,544.58	1,95,852.75	561.64	726.34
Kotak Balanced Advantage Direct-G	65,21,238.89	26,44,536.53	1,368.68	505.61
SBI Balanced Advantage Fund-Growth	38,50,247.01	58,25,424.91	585.34	817.67
SBI Equity Hybrid Direct-G	1,61,377.58	2,11,518.49	499.73	584.39
Investment in Equity mutual funds -FVTPL				
HDFC Flexi Cap Fund	19,464.64	17,913.66	392.11	311.78
HDFC Index SnP BSE Sensex Direct	80,836.79	22,006.87	589.87	151.38
ICICI Pru Nifty Next 50 Index Direct-G	46,783.44	4,34,205.92	27.24	242.95
ICICI Prudential Blue-chip Fund	3,01,371.31	3,01,371.31	340.04	315.84
Kotak Equity Opportunities Direct-G	1,23,212.06	75,402.28	438.49	244.50
Nippon India Growth Direct-G	12,561.73	3,795.94	509.39	134.24
Nippon India Large Cap Fund	9,75,373.04	3,68,569.52	905.83	317.83
Quant Active Direct-G	59,954.98	30,905.25	380.47	205.12
Quant Small Cap Direct-G	44,056.67	32,723.97	109.46	80.70
SBI Banking & Financial Services Fund - Dir - Growth	4,66,481.64	8,35,112.68	200.69	302.61
SBI Contra Direct-G	1,67,546.22	57,144.15	654.27	206.58
HDFC Focused 30 Direct growth	70,203.46	-	169.77	-
HDFC small Cap Direct - G	1,17,153.13	-	161.17	-
ICICI Pru Nifty 50 Index Direct-G	1,32,300.19	-	324.15	-
Investment in government bonds-FVTOCI				
7.04% IRFC Bond 03/03/2026	15.00	15.00	152.24	155.06
8.40% IRFC 15YRS SR2A 18022029 (18-Feb-2029)	40,000.00	40,000.00	441.42	454.44
7.35% NHAI LTD Tax free Bond 15YRS SR2A Annual (11-Jan-2031)	2,15,000.00	2,15,000.00	2,354.06	2,408.84
8.54% PFC Tax free Bonds (Series 2A) 16/11/2028	16,500.00	16,500.00	181.69	187.29
8.3% NHAI Tax free Bonds 25/01/2027	30,000.00	30,000.00	314.93	324.94
8.63% IRFC Bonds 26/03/2029	22,000.00	22,000.00	245.04	252.64
8.10% IRFC Bonds 23/02/2027	87,000.00	87,000.00	912.06	939.49
7.34% IRFC Bonds 19/02/2028	1,30,000.00	1,30,000.00	1,366.38	1,396.47
6.2% REC limited SR 239 BD Bonds 03/11/2034	1,000.00	-	551.27	-
			50,839.62	36,498.89

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40. Related party transactions

Transactions with Key Management Personnel

A number of key management personnel, or their related parties hold positions in other entities that result in them having control or significant influence over those entities.

Compensation of the Group's key managerial personnel includes salaries, non-cash benefits and contributions to post - employment defined benefit plan(see note 28)

Executive officers also participate in the Group's share option plan as per the conditions laid down in that scheme (see note 28 and note 34).

List of key management personnel and their close members*

Diwakar Nigam -	Chairman & Managing Director
T.S. Varadarajan -	Whole Time Director
Priyadarshini Nigam -	Whole Time Director
Arun Kumar Gupta -	Chief Financial Officer
Virender Jeet -	Chief Executive Officer
Surender Jeet Raj -	EVP Global Business Strategy & HR
Tarun Nandwani -	Chief Operating Officer
Usha Varadarajan -	Relative of Whole Time Director - T.S. Varadarajan
Aman Mourya-	Company Secretary

* Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity including:

- (a) that person's children, spouse or domestic partner, brother , sister, father and mother;
- (b) children of that person's spouse or domestic partner and
- (c) dependent of that person or that person's spouse or domestic partner.

List of non-executive and independent directors

Kaushik Dutta -	Independent Director#
Saurabh Srivastava -	Independent Director
Subramaniam R Iyer -	Independent Director
Padmaja Krishnan -	Independent Director
Sudhir Kumar Sethi -	Independent Director#

Mr. Kaushik Dutta worked till 8 July 2024 as Independent Director and Mr Sudhir Kumar Sethi joined as Independent Director on 23 July 2024.

Key management personnel compensation

	Transaction value		Balance payable	
	For the year ended 31 March 2025	For the year ended 31 March 2024	As at 31 March 2025	As at 31 March 2024
Salaries, wages and bonus*	2,980.65	2,270.86	1,850.21	1,299.56
Diwakar Nigam	778.05	553.96	482.10	304.00
T.S. Varadarajan	429.58	301.05	289.26	182.40
Priyadarshini Nigam	261.74	179.83	192.84	121.60
Arun Kumar Gupta	188.12	164.15	96.10	75.80
Virender Jeet	475.29	399.70	297.39	234.48
Surender Jeet Raj	425.40	314.71	254.02	196.32
Tarun Nandwani	384.10	320.70	234.66	184.96
Aman Mourya	38.37	36.76	3.84	-

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	Transaction value		Balance payable	
	For the year ended 31 March 2025	For the year ended 31 March 2024	As at 31 March 2025	As at 31 March 2024
Dividend paid (excluding dividend distribution tax)	3,104.42	1,971.75	-	-
Diwakar Nigam	1,253.98	783.74	-	-
T.S. Varadarajan	1,200.74	750.47	-	-
Priyadarshini Nigam	525.58	328.49	-	-
Arun Kumar Gupta	1.65	2.04	-	-
Virender Jeet	19.70	14.81	-	-
Surender Jeet Raj	17.35	12.80	-	-
Tarun Nandwani	18.76	12.68	-	-
Usha Varadarajan	66.59	66.62	-	-
Aman Mourya	0.07	0.10	-	-
Share-based payments	48.38	-	-	-
Surender Jeet Raj	48.38	-	-	-
Tarun Nandwani	-	-	-	-
Aman Mourya	-	-	-	-
*It includes share-based payments and commission but excludes provision for gratuity and compensated absences, as these are determined on the basis of actuarial valuation for the Group as a whole.				
Sitting fees to independent director	63.00	69.48	4.00	-
Kaushik Dutta**	6.00	23.48	-	-
Saurabh Srivastava	16.00	15.00	1.00	-
Subramaniam R Iyer	20.00	21.00	1.00	-
Padmaja Krishnan	17.00	10.00	1.00	-
Sudhir Kumar Sethi	4.00	-	1.00	-
Commission to independent director	347.10	267.68	312.40	240.92
Kaushik Dutta	23.88	66.92	21.49	60.23
Saurabh Srivastava	88.04	66.92	79.24	60.23
Subramaniam R Iyer	88.04	66.92	79.24	60.23
Padmaja Krishnan	88.04	66.92	79.24	60.23
Sudhir Kumar Sethi	59.10	-	53.19	-
**Includes sitting fees of INR 2.48 lakhs paid in Newgen Software Inc, USA during the year 31 March 2024.				

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41. Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

31 March 2025		Note	Carrying amount			Fair value		
FVTPL	FVTOCI		Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Financial assets measured at fair value								
	44,320.53	-	-	44,320.53	44,320.53	-	-	44,320.53
9								
	-	6,519.09	-	6,519.09	6,519.09	-	-	6,519.09
9								
Financial assets not measured at fair value								
	-	-	9,490.12	9,490.12	-	-	-	-
6								
	-	-	55,667.98	55,667.98	-	-	-	-
10								
	-	-	10,377.00	10,377.00	-	-	-	-
11								
	-	-	31,173.10	31,173.10	-	-	-	-
12								
	-	-	53.11	53.11	-	-	-	-
13								
	-	-	1,969.24	1,969.24	-	-	-	-
14								
	44,320.53	6,519.09	1,08,730.55	1,59,570.17	50,839.62	-	-	50,839.62
Financial liabilities								
Financial liabilities not measured at fair value								
	-	-	5,348.48	5,348.48	-	-	-	-
18								
	-	-	5,047.18	5,047.18	-	-	-	-
21								
	-	-	6,131.78	6,131.78	-	-	-	-
22								
	-	-	16,527.44	16,527.44	-	-	-	-

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31 March 2024	Note	Carrying amount			Fair value				
		FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets									
Financial assets measured at fair value									
Investments in mutual funds	9	30,379.72	-	-	30,379.72	30,379.72	-	-	30,379.72
Investments in bonds	9	-	6,119.17	-	6,119.17	6,119.17	-	-	6,119.17
Financial assets not measured at fair value									
Other non-current financial asset	6	-	-	8,382.97	8,382.97	-	-	-	-
Trade receivables	10	-	-	44,353.35	44,353.35	-	-	-	-
Cash and cash equivalents	11	-	-	12,457.31	12,457.31	-	-	-	-
Bank balances other than cash and cash equivalents	12	-	-	25,136.83	25,136.83	-	-	-	-
Loans	13	-	-	11.73	11.73	-	-	-	-
Other financial assets	14	-	-	2,381.38	2,381.38	-	-	-	-
		30,379.72	6,119.17	92,723.57	1,29,222.46	36,498.89	-	-	36,498.89
Financial liabilities									
Financial liabilities not measured at fair value									
Lease liabilities	18	-	-	4,630.83	4,630.83	-	-	-	-
Borrowings	19	-	-	219.92	219.92	-	-	-	-
Trade payables	21	-	-	4,761.53	4,761.53	-	-	-	-
Other financial liabilities	22	-	-	5,334.66	5,334.66	-	-	-	-
		-	-	14,946.94	14,946.94	-	-	-	-

The fair value of trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, loans, other current financial assets, current borrowings, trade payables and other current financial liabilities approximate their carrying amounts, due to their short-term nature. Fair value of bank deposits included in non-current other financial assets are equivalent to their carrying amount, as the interest rate on them is equivalent to market rate.

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B. Measurement of fair values

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable inputs

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Particulars	Fair value hierarchy	Valuation technique	Significant unobservable inputs	Inter-relationship between unobservable inputs and fair value measurement
Financial assets measured at FVTPL				
Investments in mutual funds	Level 1	Market valuation technique: Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house, quoted price of equity shares in the stock exchange etc.	Not applicable	Not applicable
Financial assets measured at FVTOCI				
Investments in bonds	Level 1	Market valuation technique: The fair value of bonds is based on direct and market observable inputs.	Not applicable	Not applicable

There have been no transfers in either direction for the years ended 31 March 2025 and 31 March 2024.

C. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk.

i. Risk management framework

The Group's board of directors has framed a Risk Management Policy and plan for enabling the Group to identify elements of risk as contemplated by the provisions of the Section 134 of the Companies Act 2013. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the group activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group's audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit.

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ii. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises partially from the Group's receivables from customers, loans and investment in debt securities. The carrying amount of financial assets represent the maximum credit risk exposure. The Group has credit policies in place and the exposures to these credit risks are monitored on an ongoing basis.

The carrying amount of financial assets represent the maximum credit risk exposure. The maximum exposure to credit risk at the reporting was:

Particulars	As at 31 March 2025	As at 31 March 2024
Other financial assets-non current	9,490.12	8,382.97
Investments	50,839.62	36,498.89
Trade receivables	55,667.98	44,353.35
Loans	53.11	11.73
Cash and cash equivalents	10,377.00	12,457.31
Bank balances other than cash and cash equivalents	31,173.10	25,136.83
Other financial assets-current	1,969.24	2,381.38
	1,59,570.17	1,29,222.46

To cater to the credit risk for investments in mutual funds and bonds, only high rated mutual funds/bonds are accepted.

The Group has given security deposits to vendors for rental deposits for office properties, securing services from them, government departments. The Group does not expect any default from these parties and accordingly the risk of default is negligible or nil.

Trade receivables and contract assets are typically unsecured and derived from revenue earned from customers primarily located in India, USA, EMEA and APAC.

Credit risk has always been managed by the Group through credit approval, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit term in normal course of business. Credit limits are established for each customers and received quarterly.

The Group establishes an allowance for impairment that represents its expected credit losses in respect of trade receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, industry and existence of previous financial difficulties, if any.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Group establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables. An impairment analysis is performed at each reporting date.

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

The Group's exposure to credit risk for trade receivables by geographic region is as follows

	Carrying amount	
	As at 31 March 2025	As at 31 March 2024
India	16,342.94	13,645.03
USA	8,998.65	7,345.68
EMEA	22,707.25	18,140.25
APAC	7,619.14	5,222.39
	55,667.98	44,353.35

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables from individual customers:

As at 31 March 2025	Gross carrying amount	Weighted-average loss rate	Loss allowance
0-3 months past due	46,959.00	1.87%	878.77
3-6 months past due	2,822.10	6.34%	178.88
6-9 months past due	3,639.16	18.30%	665.95
9-12 months past due	2,583.61	28.01%	723.54
12-15 months past due	2,898.07	43.63%	1,264.34
15-18 months past due	509.03	60.35%	307.19
18-21 months past due	1,392.94	82.59%	1,150.41
21-24 months past due	148.40	84.58%	125.53
above 24 months past due	2,624.53	99.61%	2,614.25
	63,576.84		7,908.86

As at 31 March 2024	Gross carrying amount	Weighted-average loss rate	Loss allowance
0-3 months past due	37,256.67	1.57%	583.15
3-6 months past due	5,314.66	8.27%	439.67
6-9 months past due	1,551.26	21.46%	332.91
9-12 months past due	399.80	27.75%	110.93
12-15 months past due	1,407.02	58.14%	817.97
15-18 months past due	1,152.90	59.87%	690.19
18-21 months past due	76.21	66.25%	50.49
21-24 months past due	164.04	69.65%	114.25
above 24 months past due	1,394.92	87.79%	1,224.57
	48,717.48		4,364.13

Ageing for expected credit loss has been considered from invoice date

Movement of loss allowance on trade receivables are as follows:

Particulars	
Balance as at 1 April 2023	4,324.95
Impairment loss recognised	3,325.20
Amounts written off	3,286.02
Balance as at 31 March 2024	4,364.13
Balance as at 1 April 2024	4,364.13
Impairment loss recognised	3,544.73
Amounts written off	-
Balance as at 31 March 2025	7,908.86

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For movement of loss allowance on contract assets, refer note 15A.

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Debt securities

The Group limits its exposure to credit risk by investing only in liquid debt securities and only with counterparties that have a credit rating AA to AAA from renowned rating agencies.

The Group monitors changes in credit risk by tracking published external credit ratings. For its investment in bonds, Group also reviews changes in government bond yields together with available press and regulatory information about issuers

The exposure to credit risk for debt securities at FVTOCI and at FVTPL is as follows:-

	Net carrying amount	
	As at 31 March 2025	As at 31 March 2024
India	50,839.62	36,498.89
	50,839.62	36,498.89

Basis experienced credit judgement, no risk of loss is indicative on Group's investment in mutual funds and government bonds.

Cash and cash equivalents and bank balances other than cash and cash equivalents

The Group held cash and cash equivalents of INR 10,377.00 lakhs at 31 March 2025 (31 March 2024: INR 12,457.31 lakhs) and bank balances other than cash and cash equivalents of INR 31,173.10 lakhs as at 31 March 2025 (31 March 2024: INR 25,136.83 lakhs). The cash and cash equivalents are held with bank and financial institution counterparties, which are rated AA- to AAA, based on renowned rating agencies.

iii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's primary sources of liquidity include cash and bank balances, deposits, undrawn borrowings and cash flow from operating activities. As at 31 March 2025, the Group had a working capital of INR 1,21,557.69 lakhs (31 March 2024: INR 92,636.62 lakhs) including cash and cash equivalent of INR 10,377.00 lakhs (31 March 2024: INR 12,457.31 lakhs), bank balances other than cash & cash equivalents of INR 31,173.10 lakhs (31 March 2024: 25,136.83 lakhs) and current investments of INR 50,839.62 lakhs (31 March 2024: INR 36,498.89 lakhs).

Consequently, the Group believes its revenue, along with proceeds from financing activities will continue to provide the necessary funds to cover its short term liquidity needs. In addition, the Group projects cash flows and considering the level of liquid assets necessary to meet liquidity requirement.

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In addition, the Group had access to the following undrawn borrowing facilities at the end of the reporting year

Particulars	Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
As at 31 March 2025	5,760.53	-	5,760.53			
As at 31 March 2024	6,448.52	-	6,448.52	-	-	-

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

31 March 2025	Contractual cash flows						
	Carrying amount	Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Finance lease obligations (including current maturities)	5,348.48	11,157.01	336.49	1,594.41	1,515.02	2,772.68	4,938.41
Unpaid dividends	11.83	11.83	11.83	-	-	-	-
Employee related payables	5,922.69	5,922.69	229.58	5,450.34	242.77	-	-
Trade and other payables	5,047.18	5,047.18	3,487.76	1,559.42	-	-	-
Earnest money deposits	1.00	1.00	-	1.00	-	-	-
Payable for capital assets	83.83	83.83	83.83	-	-	-	-
Total	16,415.01	22,223.54	4,149.49	8,605.17	1,757.79	2,772.68	4,938.41

31 March 2024	Contractual cash flows						
	Carrying amount	Total	2 months or less	2-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities							
Finance lease obligations (including current maturities)	4,630.83	10,034.37	245.63	1,227.97	1,192.93	2,269.26	5,098.58
Borrowings	219.92	234.24	-	234.24	-	-	-
Unpaid dividends	8.73	8.73	8.73	-	-	-	-
Employee related payables	5,005.78	5,005.78	299.53	4,547.22	159.03	-	-
Trade and other payables	4,761.53	4,761.53	3,374.56	1,386.97	-	-	-
Earnest money deposits	1.00	1.00	-	1.00	-	-	-
Payable for capital assets	319.15	319.15	319.15	-	-	-	-
Total	14,946.94	20,364.80	4,247.60	7,397.40	1,351.96	2,269.26	5,098.58

Interest payment on variable interest rate loan in the table above reflect market forward interest rates at the reporting dates and these amount may change as market interest changes.

iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk,

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interest rate risk and the market value of our investments. Thus, our exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

v. Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group is exposed to currency risk on account of its receivables and other payables in foreign currency. The functional currency of the Group is Indian Rupee. The Management endeavours to minimize economic and transactional exposures arising from currency movements against the US dollar, Euro, Great Britain Pound, Canadian dollar, United Arab Emirates Dhiram, Saudi Riyal, Singapore dollar, Australian dollar and Malaysian Ringgit making all the US dollar payments through EEFC account for avoiding exchange risk. The Group manages the risk by netting off naturally-occurring opposite exposures wherever possible, and then dealing with any material residual foreign currency exchange risks if any.

The Company has entered into foreign exchange forward contracts to mitigate the risks involved in foreign exchange transactions and has booked forward contracts for USD 39.00 million during the year from April 2024 to March 2025. The hedging loss of INR 278.13 lakhs is on account of mark to market loss (realised loss is INR 97.23 lakhs, unrealised loss is INR 112.43 lakhs and loss of INR 68.47 lakhs on account of reversal of last year mark to market loss) on foreign exchange forward contracts which do not qualify for hedge accounting as per Ind As-109, have been recognized in the profit and loss account in the financial statement for the year ended 31 March 2025.

Exposure to currency risk

The currency profile of financial assets and financial liabilities as at 31 March 2025 and 31 March 2024 are as below:

Particulars	Currency	31 March 2025		31 March 2024	
		Amount in foreign currency (lakhs)	Amount in local currency (lakhs)	Amount in foreign currency (lakhs)	Amount in local currency (lakhs)
Financial assets					
Trade and other receivables*					
	USD	273.76	23,387.65	236.97	19,751.24
	AED	-	-	0.65	14.70
	EUR	0.82	75.69	0.49	44.11
	GBP	-	-	2.00	210.46
	SGD	15.00	955.05	-	-
	MYR	4.74	91.34	0.39	6.89
Bank balance-Dubai	AED	-	-	7.97	180.76
Bank balance-EEFC	USD	13.71	1,171.35	24.59	2,049.26
Financial liabilities					
Trade and other payables					
	USD	(38.10)	(3,233.55)	(39.56)	(3,258.75)
	SGD	(9.58)	(609.72)	(3.09)	(190.71)
	SAR	(24.73)	(563.40)	(8.55)	(189.46)
	EUR	(0.07)	(6.24)	(0.18)	(16.75)
	AUD	(7.32)	(390.64)	(7.70)	(418.50)
	AED	(33.89)	(788.39)	-	-
	CAD	-	-	(1.90)	(116.81)
	GBP	(0.02)	(2.38)	-	-

* gross of loss allowance

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Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against US Dollar, Euro, Great Britain Pound, Canadian dollar, United Arab Emirates Dirham, Saudi Riyal, Singapore Dollar, Australian Dollar and Malaysian Ringgit at reporting date would have affected the measurement of financial instruments denominated in foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect in Lakhs of INR	For the year ended 31 March 2025		For the year ended 31 March 2024	
	Strengthening	Weakening	Strengthening	Weakening
	5 % movement		5% movement	
USD	1,065.20	(1,065.20)	925.16	(925.16)
EUR	3.47	(3.47)	1.39	(1.39)
GBP	(0.13)	0.13	10.52	(10.52)
CAD	-	-	(5.84)	5.84
SGD	17.26	(17.26)	(9.54)	9.54
AED	(39.41)	39.41	9.77	(9.77)
SAR	(28.17)	28.17	(9.51)	9.51
MYR	4.57	(4.57)	0.34	(0.34)
AUD	(19.53)	19.53	(20.93)	20.93
	1,003.26	(1,003.26)	901.36	(901.36)

II. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

a) Exposure to interest rate risk

The Group is exposed to both fair value interest rate risk as well as cash flow interest rate risk arising both on short-term and long-term floating rate instruments.

The interest rate profile of the Group's interest-bearing financial instruments is as follows:

	Nominal amount in INR	
	As at 31 March 2025	As at 31 March 2024
Fixed-rate instruments		
Financial assets	45,835.69	40,024.12
Financial liabilities	5,348.48	4,850.75
Total	51,184.17	44,874.87

There is no balance in variable rate instruments.

b) Sensitivity analysis

Fair value sensitivity analysis for fixed-rate instruments

The Group accounts for investments in government and other bonds as fair value through other comprehensive income. Therefore, a change in interest rate at the reporting date would have impact on equity.

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) equity by INR 42.41 lakhs after tax (31 March 2024: INR 39.81 lakhs) and PBT by INR 65.19 lakhs (31 March 2024: INR 61.19 lakhs).

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Cash flow sensitivity analysis for variable-rate instruments

There is no variable rate linked instrument and therefore, there is no cash flow sensitivity.

Market price risk

a) Exposure

The Group's exposure to mutual funds and bonds price risk arises from investments held by the Group and classified in the balance sheet as fair value through profit and loss and at fair value through other comprehensive income respectively.

To manage its price risk arising from investments, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group."

b) Sensitivity analysis

Group is having investment in mutual funds, government bonds, other bonds.

For such investments classified at Fair value through other comprehensive income, a 2% increase in their fair value at the reporting date would have increased equity by INR 84.82 lakhs after tax (31 March, 2024: INR 79.62 lakhs) and PBT by INR 130.38 lakhs (31 March, 2024: INR 122.38 lakhs). An equal change in the opposite direction would have decreased equity by INR 84.82 lakhs after tax (31 March, 2024: INR 79.62 lakhs) and PBT by INR 130.38 lakhs (31 March, 2024: INR 122.38 lakhs).

For such investments classified at Fair value through profit or loss, the impact of a 2% increase in their fair value at the reporting date on profit or loss would have been an increase of INR 576.70 lakhs after tax (31 March, 2024: INR 391.78 lakhs) and PBT by INR 886.41 lakhs (31 March, 2024: INR 602.18 lakhs) . An equal change in the opposite direction would have decreased profit or loss by INR 576.70 lakhs after tax (31 March, 2024: INR 391.78 lakhs) and PBT by INR 886.41 lakhs (31 March, 2024: INR 602.18 lakhs) .

42. Capital Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to equity shareholders.

The Group manages its capital structure and makes adjustments to it as and when required. To maintain or adjust the capital structure, the Group may pay dividend or repay debts, raise new debt or issue new shares. No major changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2025 and 31 March 2024.

The Group monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities comprising interest bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Group capital consists of equity attributable to equity holders that includes equity share capital and retained earnings.

	As at 31 March 2025	As at 31 March 2024
Total liabilities	5,348.48	4,850.75
Less: Cash & Cash equivalent	10,377.00	12,457.31
Adjusted net debt (a)	(5,028.52)	(7,606.56)
Total equity (b)	1,51,643.21	1,22,351.51
Total equity and net debt (a+b) = c	1,46,614.69	1,14,744.95
Capital gearing ratio (a/c)	(3.43%)	(6.63%)

As a part of its capital management policy the Group ensures compliance with all covenants and other capital requirements related to its contractual obligations.

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43. Segment reporting

A. Basis for segmentation

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available.

The Group's board of directors have been identified as the Chief Operating Decision Makers (CODM) since they are responsible for all major decisions in respect of allocation of resources and assessment of the performance on the basis of the internal reports/ information provided by functional heads. The board examines the performance of the Group based on such internal reports which are based on operations in various geographies and accordingly, have identified the following reportable segments:

- India
- Europe, Middle East and Africa (EMEA)
- Asia Pacific and Australia (APAC)
- United States of America (USA)

B. Information about reportable segments

Year ended 31 March 2025

Particulars	Reportable segments				
	India	EMEA	APAC	USA	Total Segment
Revenue					
External revenue	45,868.41	48,124.59	23,049.05	31,645.87	1,48,687.92
Inter-segment revenue	-	-	-	-	-
Total Segment Revenue	45,868.41	48,124.59	23,049.05	31,645.87	1,48,687.92
Employee benefits expenses	31,936.51	17,624.68	8,824.90	15,718.29	74,104.38
Segment profit before income tax	7,220.87	15,108.11	7,990.80	7,514.79	37,834.57
Segment assets	25,701.24	29,087.82	12,748.22	21,933.07	89,470.35
Segment liabilities	11,768.48	12,881.67	6,461.13	10,468.94	41,580.22
Capital expenditure during the year	2,352.41	12.84	5.52	8.83	2,379.60

Year ended 31 March 2024

Particulars	Reportable segments				
	India	EMEA	APAC	USA	Total Segment
Revenue					
External revenue	40,188.55	43,370.36	14,508.58	26,315.37	1,24,382.86
Inter-segment revenue	-	-	-	-	-
Total Segment Revenue	40,188.55	43,370.36	14,508.58	26,315.37	1,24,382.86
Employee benefits expenses	26,228.24	15,331.59	7,048.04	14,223.56	62,831.43
Segment profit before income tax	8,141.15	14,006.61	3,178.01	3,705.00	29,030.77
Segment assets	20,043.06	22,231.08	8,972.70	17,896.59	69,143.43
Segment liabilities	10,433.01	12,178.76	5,172.62	10,010.32	37,794.71
Capital expenditure during the year	1,368.89	4.67	0.74	12.55	1,386.85

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(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

C. Reconciliations of information on reportable segments to Ind AS

	For the year ended 31 March 2025	For the year ended 31 March 2024
(a) Revenue*		
Total revenue for reportable segments	1,48,687.92	1,24,382.86
Elimination of inter-segment revenue	-	-
Total revenue	1,48,687.92	1,24,382.86
(b) Profit before tax		
Total profit before tax for reportable segments	37,834.57	29,030.77
Unallocated amounts:		
- Unallocated income	6,357.59	4,806.43
- Other corporate expenses	3,995.37	3,414.71
Total profit before tax from operations	40,196.79	30,422.49
(c) Assets		
Total assets for reportable segments	89,470.35	69,143.43
Other unallocated amounts	1,15,037.48	99,504.33
Total assets	2,04,507.83	1,68,647.76
(d) Liabilities		
Total liabilities for reportable segments	41,580.22	37,794.71
Other unallocated amounts	11,284.40	8,501.54
Total liabilities	52,864.62	46,296.25

* For information about product and services, refer note 26.

D. Information about major customers

No customer individually accounted for more than 10% of the revenues in the year ended 31 March 2025 and 31 March 2024.

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4.4. Ratios as per Schedule III requirements

Ratio	Numerator	Denominator	Unit	31-Mar-25	31-Mar-24	% variance	Reason for variance
Current ratio	Current assets	Current liabilities	Times	3.81	3.44	10.79%	-
Debt- Equity Ratio	Total Debt (refer note 1 below)	Shareholder's Equity	Times	0.04	0.04	(11.04%)	-
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non- cash operating expenses (refer note 2 below)	Debt service (refer note 3 below)	Times	24.61	22.82	7.86%	-
Return on Equity ratio	Net Profits after taxes - Preference Dividend	Average Shareholder's Equity	%	23.01%	22.81%	0.88%	-
Inventory Turnover ratio	Cost of goods sold	Average Inventory	Times	NA	NA	NA	Not applicable for the business of the Group
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return (refer note 4 below)	Average Trade Receivable	Times	2.92	3.10	(5.54%)	-
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	Times	NA	NA	NA	Not applicable for the business of the Group
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	Times	1.22	1.34	(8.89%)	-
Net Profit ratio	Net Profit	Net sales = Total sales - sales return	%	21.20%	20.23%	4.81%	-
Return on Capital Employed	Earnings before interest and taxes (refer note 5 below)	Capital Employed (refer note 6 below)	%	24.47%	23.18%	5.58%	-
Return on Investment	Interest (Finance Income)	Average Investment	%	7.26%	7.95%	(8.69%)	-

Notes:

1. Total debts consists of borrowings and lease liabilities.
2. Earning available for debt services=profit for the year + depreciation, amortization and impairment + finance cost + provision for doubtful debts + share based payment to employees + non cash charges.
3. Debt service = Interest + payment for lease liabilities + principal repayments.
4. Credit sales = Total Revenue + opening contract assets - closing contract assets - opening deferred revenue + closing deferred revenue.

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5. Earnings before interest and taxes = profit before tax + finance cost - other income
6. Capital Employed = Average tangible net worth + Total debt + Deferred tax.
7. Average is calculated on the basis of opening and closing balances.

Schedule III require explanation where the change in the ratio is more than 25% as compared to the preceding year. Since there are no instances where the change is more than 25%, no explanation is given for the said ratios.

45 As at 31 March 2025, the Holding company has gross foreign currency receivables amounting to INR 24,509.73 lakhs (previous year INR 20,027.40 lakhs). Out of these receivables, INR 5,108.22 lakhs (previous year INR 1,955.12 lakhs) is outstanding for more than 9 months. As per FED Master Direction No. 16/2015-16, receipt for export goods should be realized within a period of 9 months from the date of export. The Group must file extension with AD Bank & as per the requirements, in one calendar year, the Group is allowed to seek extension for an amount equivalent to USD one million or 10% of the average export collection of the last 3 years only, whichever is higher and pursuant to the same, the Group has applied for an extension of all the foreign currency receivables outstanding for more than 6 months. The management is of the view that the Group will be able to obtain approvals from the authorities for realizing such funds beyond the stipulated timeline without levy of any penalties as it had Bonafide reasons that caused the delays in realization.

46. Other statutory informations

- i. The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii. The Group do not have any transactions with companies struck off.
- iii. The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv. The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v. The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vi. The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vii. The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- viii. The Group has sanctioned working capital amounts from banks on the basis of security of Trade Receivables and Fixed Deposits. The quarterly returns being filed by Group with banks are in line with the books of accounts.
- ix. All title deeds of Immovable Property are held in the name of the Group.
- x. The Group has not defaulted on any of the loan taken from banks, financial institutions or other lender.
- xi. The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- xii. The Group has complied with the number of layers prescribed under Companies Act, 2013.

Notes

to the consolidated financial statements for the year ended 31 March 2025
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

47. Additional information pursuant to Para 2 of general instruction for the preparation of consolidated financial statement

Particulars	Net assets i.e. total assets minus total liabilities		Share in Profit or (Loss)		Share in other Comprehensive income		Share in total Comprehensive income/ (loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
As on 31 March 2025								
Parent	93.19%	1,41,310.65	93.03%	29,327.29	(52.85%)	(187.34)	91.41%	29,139.95
Newgen Software Technologies Limited								
Indian Subsidiary	0.05%	81.76	0.01%	2.05	0.00%	-	0.01%	2.05
Newgen Computers Technologies Limited								
Foreign Subsidiaries	4.91%	7,440.06	4.33%	1,364.53	67.03%	237.61	5.03%	1,602.14
Newgen Software Inc. USA.	0.33%	497.88	0.16%	51.18	11.08%	39.28	0.28%	90.46
Newgen Software Technologies UK Ltd.	0.38%	569.94	0.31%	98.15	(5.93%)	(21.03)	0.24%	77.12
Newgen Software Technologies Canada Ltd.	1.52%	2,308.90	1.36%	430.18	45.82%	162.42	1.86%	592.60
Newgen Software technologies PTE Ltd.	0.52%	784.90	0.21%	65.21	(0.83%)	(2.94)	0.20%	62.27
Newgen Software technologies PTY Ltd.	0.69%	1,053.01	0.96%	301.48	19.16%	67.92	1.16%	369.40
Newgen Software Technologies LLC	0.42%	635.52	1.16%	365.01	16.52%	58.57	1.33%	423.58
Newgen Software Technologies Company Limited								
Adjustment arising out of consolidation	(2.01%)	(3,039.41)	(1.53%)	(480.84)	-	-	(1.52%)	(480.84)
Total	100.00%	1,51,643.21	100.00%	31,524.24	100.00%	354.49	100.00%	31,878.73

Particulars	Net assets i.e. total assets minus total liabilities		Share in Profit or (Loss)		Share in other Comprehensive income		Share in total Comprehensive income/ (loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
As on 31 March 2024								
Parent	93.79%	1,14,757.71	94.33%	23,733.55	165.41%	(355.49)	93.72%	23,378.06
Newgen Software Technologies Limited								
Indian Subsidiary								

Notes

to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	Net assets i.e. total assets minus total liabilities		Share in Profit or (Loss)		Share in other Comprehensive income		Share in total Comprehensive income/ (loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Newgen Computers Technologies Limited	0.07%	79.71	0.01%	2.96	0.00%	-	0.01%	2.96
Foreign Subsidiaries								
Newgen Software Inc. USA	4.83%	5,913.51	4.70%	1,181.38	(46.37%)	99.65	5.14%	1,281.03
Newgen Software Technologies UK Ltd.	0.35%	423.48	0.28%	71.30	(10.84%)	23.30	0.38%	94.60
Newgen Software Technologies Canada Ltd.	0.40%	489.89	0.40%	101.64	(0.76%)	1.64	0.41%	103.28
Newgen Software technologies PTE Ltd	1.49%	1,819.76	1.03%	257.93	(5.99%)	12.87	1.09%	270.80
Newgen Software technologies PTY Ltd	0.60%	734.91	0.28%	69.39	4.44%	(9.55)	0.24%	59.84
Newgen Software Technologies LLC	0.60%	729.87	0.18%	45.57	(2.48%)	5.33	0.20%	50.90
Newgen Software Technologies Company Limited	0.21%	259.54	0.15%	37.11	(3.41%)	7.33	0.18%	44.44
Adjustment arising out of consolidation	(2.33%)	(2,856.87)	(1.35%)	(340.33)	-	-	(1.36%)	(340.33)
Total	100.00%	1,22,351.51	100.00%	25,160.50	100.00%	(214.92)	100.00%	24,945.58

48 Previous period's figures have been regrouped/reclassified wherever necessary to correspond with the current period's classification/disclosure, which are not considered material to these financial statements.

The accompanying notes are an integral part of the Consolidated Financial Statements
As per our report of even date attached

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of

Newgen Software Technologies Limited

Ankit Mehra

Partner

Membership No.: 507429

Place: Gurugram

Date: 02-May-2025

Diwakar Nigam

Chairman &
Managing Director

DIN: 00263222

Place: New Delhi

Date: 02-May-2025

T.S.Varadarajan

Whole Time Director

DIN: 00263115

Place: New Delhi

Date: 02-May-2025

Virender Jeet

Chief Executive Officer

PAN: AAOPJ2433N

Place: New Delhi

Date: 02-May-2025

Arun Kumar Gupta

Chief Financial Officer

Membership No: 056859

Place: New Delhi

Date: 02-May-2025

Aman Mourya

Company Secretary

Membership No: F9975

Place: New Delhi

Date: 02-May-2025

Notes

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Newgen Software Technologies Limited
<https://www.newgensoft.com>

