



NEWGEN™

Newgen Software Technologies Limited

CIN: L72200DL1992PLC049074

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Date: 27th July, 2020

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	To, 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.: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Ref.: Proceedings of the 28th Annual General Meeting of the Company

Dear Sir/ Ma'am

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of the proceedings of the 28th Annual General Meeting of the Equity Shareholders of the Company held on Monday, 27th July, 2020 at 11:00 AM (IST) through Video Conferencing (VC)/Other Audit Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with General Circular No. 14/2020, 17/2020, 20/2020 and 22/2020 issued by the Ministry of Corporate Affairs (MCA), circulars issued by the Securities and Exchange Board of India (SEBI) dated 12th May, 2020.

The same will be made available on the Company's website at: <https://newgensoft.com/>

This is for your kind information and record.

Thanking you.

For Newgen Software Technologies Limited

AMAN

MOURYA

Digitally signed

by AMAN

MOURYA

Date: 2020.07.27

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Aman Mourya

Company Secretary & Compliance Officer

Encl.: a/a



SUMMARY OF PROCEEDINGS OF THE 28TH ANNUAL GENERAL MEETING OF NEWGEN SOFTWARE TECHNOLOGIES LIMITED.

The 28th Annual General Meeting ("AGM") of the Members of Newgen Software Technologies Limited (the "Company") was held on Monday, 27th July 2020 at 11:00 AM (IST) through Video Conferencing ("VC") or Other Audio Visual means ("OAVM"). The meeting was held in compliance with the General Circular No's. 14/2020, 17/2020, 20/2020 and 22/2020 issued by the Ministry of Corporate Affairs ("MCA"), circulars issued by the Securities and Exchange Board of India ("SEBI") dated 12th May, 2020, and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM was deemed to be conducted at the Registered Office of the Company which was the deemed Venue of the AGM.

The following Directors and Key Managerial Personnel (KMPs) were present through Video conferencing:

1.	Mr. Diwakar Nigam	Chairman & Managing Director
2.	Mr. T.S. Varadarajan	Whole-Time Director
3.	Ms. Priyadarshini Nigam	Whole-Time Director, Chairperson of CSR Committee
4.	Mr. Kaushik Dutta	Independent Director, Chairman of Audit Committee
5.	Mr. Subramaniam Ramnath Iyer	Independent Director, Chairman of Nomination & Remuneration Committee and Chairman of Stakeholders' Relationship Committee
6.	Ms. Padmaja Krishnan	Independent Director
7.	Mr. Arun Kumar Gupta	Chief Financial Officer (CFO)
8.	Mr. Aman Mourya	Company Secretary & Compliance Officer

Due to some medical emergency, Mr. Saurabh Srivastava was not present in the meeting.

Other representatives present at the meeting through Video conferencing:

1.	Mr. Rakesh Dewan	B S R & Associates LLP, Statutory Auditors
2.	Mr. M. Aijaz	Aijaz & Associates, Secretarial Auditors
3.	Mr. Devesh Vasisht & Ms. Priyanka	Sanjay Grover & Associates, Scrutinizer's

Members Present: 113 Members attended through VC/OAVM. No requests for representation on behalf of Body Corporates were received by the Company. As the AGM was held through VC/OAVM, the facility for appointment of proxies by the members was not available. The Chairman then called the Meeting to order and declared that the requisite quorum was present.

The meeting commenced at 11:00 AM (IST) and concluded at 11:40AM (IST) (including time allowed for Insta-poll e-voting at the AGM).

The statutory registers under the Companies Act, 2013 and other documents and certificates as referred in the Notice of the AGM were made available in the electronic form for inspection to every member who had made specific request, if any, for inspection.



The Chairman welcomed the members and delivered his speech (the speech delivered by the Chairman at the AGM is enclosed with this proceeding for the purpose of information).

The Chairman authorized Mr. Aman Mourya, Company Secretary to declare the voting results, intimate the Stock exchanges and place the same on the website of the Company.

The Notice of the AGM and Board's Report were taken as read by the members of the Company. It was informed to the members that the Statutory Auditor's Reports on the Annual Financial Statements of the Company for the Financial Year ended 31st March 2020 and Secretarial Auditor's Report for the said period do not contain any qualifications, observations or comments on financial transactions or matters, which have adverse effect on the functioning of the Company, hence, the same were not required to be read at the AGM. The members were informed that, as this AGM was convened through VC, resolutions had already been put to vote through Remote e-voting as well as e-voting at AGM.

The Members joining the meeting through VC/OAVM, who had not cast their vote by means of Remote e-voting were also provided the option to exercise their right to vote through Insta-Poll e-voting facility provided at the AGM.

Thereafter, the following items of businesses as set out in the Notice convening the 28th AGM dated 25th June 2020 were transacted at the meeting:

S. No.	Particulars	Type of Resolution
1.	To receive, consider and adopt the audited standalone and consolidated Financial Statements of the Company for the Financial Year ended 31 st March 2020 and the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To declare a Dividend of Rs. 2/- per Equity Share having Face value of Rs. 10/- each of the Company for the Financial Year ended 31 st March 2020.	Ordinary
3.	To appoint a Director in place of Mrs. Priyadarshini Nigam (DIN: 00267100), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary
4.	Regularization of Ms. Padmaja Krishnan (DIN: 03155610), Additional Director (in the category of Independent Director) as an Independent Director of the Company.	Ordinary
5.	To consider the continuation of Directorship of Mr. Saurabh Srivastava (DIN: 00380453), Independent Director of the Company, post attaining the age of Seventy-five (75) during his present tenure.	Special

The members who had registered themselves as speakers were allowed to express their views. Clarifications were sought on various issues relating to the business and operations of the Company by them. After responding to the questions/ clarification sought by the speakers, the Chairman announced that Insta-Poll e-voting window will remain open for 15 minutes after the completion of proceedings of the AGM. He further declared that the results of Remote e-voting and Insta-Poll e-voting at the AGM shall be



submitted to the Stock Exchanges, on receipt of the consolidated Scrutinizer's Report and will also be placed on the website of the Company.

The Chairman concluded the meeting with a vote of thanks to the members of the Board for their presence in the AGM and the Members for their continued support and faith in the organization.

Thanking you.

For Newgen Software Technologies Limited

AMAN
MOURYA

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AMAN MOURYA
Date: 2020.07.27
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Aman Mourya
Company Secretary & Compliance Officer

Date: 27.07.2020

Place: Noida



CHAIRMAN'S SPEECH: -

It is my pleasure to welcome the members of Newgen at the 28th Annual General Meeting of the Company.

The year 2019-20 has presented extreme challenges to the world, with the global economic downturn followed by the Covid-19 pandemic, but it has also revealed — or, rather, reinforced — what the pillars of future success would be. The year has shown us that highly innovative digital solutions can empower enterprises of all sizes, in every field of business, and help them become more productive even with less resources. Keeping in mind our core value of 'Newgen as a family', we have prioritised the wellbeing of our employees and their families while ensuring zero lag in customer operations. Today, majority of our workforce is enabled to work remotely. In these difficult times, we have seen extraordinary dedication in our employees, who have always put the customer first.

For FY'20, we closed the year with revenues of Rs. 661 crores, up 6.5% compared to the previous year. Newgen business witnessed growth across most geographies — the EMEA region grew at 17%, APAC at 10%, and United States at 5%. India, however, experienced slow growth because of the crisis involving NBFCs, consolidation of banks, and a liquidity crunch. The last quarter of the financial year was further impacted by new business deferments due to the movement restrictions imposed globally on account of the pandemic.

Profits and margins were impacted during the year, on account of slower growth in the top-line and continued investments in research & development and sales & marketing efforts. The Company reported an EBITDA of Rs. 105 Crores and Profit after Tax of Rs. 73 Crores.

Overall, we did 71 new logo acquisitions during the year, bringing our numbers to about 560 active customers across 69 countries. Our digital solutions are of mission-critical nature for our long-term customers, serving as the backbone of their operations.

Dividend:-

I am also pleased to inform you that considering the Company's Financial performance, the Board of Directors of your Company has proposed to declare a Dividend of Rs. 2/- per equity share i.e. 20% for the Financial Year 2019-20.

Appointments / reappointments of Independent Directors: -

The Board of Directors has recommended the appointment of Ms. Padmaja Krishnan as an Independent Director of the Company, effective from 24th March 2020. Ms. Padmaja Krishnan is a certified coach at Marshall Goldsmith Stakeholder Centered Coaching and a guest faculty for MBA programs. She has more than 40 years of experience in the IT industry and will bring tremendous value to the Company. Her appointment is in line with the statutory requirements.

Considering the rich experience, expertise and valuable contribution made by Mr. Saurabh Srivastava, the Board recommends the continuation of Mr. Saurabh Srivastava as an Independent Director of the Company, post attaining the age of 75 years during his existing first term. His continuation is in line with statutory requirements.
