



NEWGEN™

Newgen Software Technologies Limited

CIN: L72200DL1992PLC049074

A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi - 110 067, INDIA

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

Tel.: (+91)-11-4077 0100, (+91)-11-2696 3571, 2696 4733, Fax: (+91)-11-2685 6936

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.: Consolidated Scrutinizer's Report.

Dear Sir/ Ma'am

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Consolidated Scrutinizer's Report and voting results on the Resolutions passed at the 28th Annual General Meeting of the Company held on Monday, 27th July, 2020. The said resolutions have been approved by Members with requisite majority

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
20:03:58 +05'30'

Aman Mourya
Company Secretary & Compliance Officer

Encl.: a/a

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : contact@cssanjaygrover.in

website : www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

NEWGEN SOFTWARE TECHNOLOGIES LIMITED

(CIN: L72200DL1992PLC049074)

A-6, Satsang Vihar Marg, Qutab Institutional Area,

New Delhi - 110067.

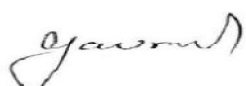
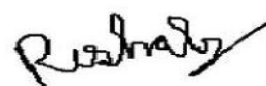
Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at the Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020, 17/2020, 20/2020 & 22/2020 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020 and June 15, 2020 respectively and SEBI Circular dated May 12, 2020 (MCA & SEBI Circulars) on the resolution(s) mentioned in the Notice dated June 25, 2020 for the 28th AGM of the Company held on July 27, 2020 at 11:00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.

I submit my report as under:-

1. The remote e-voting period commenced on Friday, July 24, 2020 at 09:00 A.M. and ended on Sunday, July 26, 2020 at 05:00 P.M. via e-voting platform on the designated website of M/s KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Authorized Agency to provide e-voting facility viz.: <https://evoting.karvy.com>. The Company had also provided e-voting facility to the Members attended through VC/OAVM during the AGM to enable those Members to cast their votes, if they had not cast their vote earlier through remote e-voting.
2. The Members of the Company as on the “cut-off” date i.e. Tuesday, July 21, 2020 were entitled to avail the facility of remote e-voting as well as voting at the AGM on the proposed resolution(s) as set out in the Notice dated June 25, 2020.
3. The total paid up Equity Share Capital of the Company as on July 21, 2020 was Rs. 69,95,57,010/- (Rupees Sixty Nine Crore Ninety Five Lakh Fifty Seven Thousand and Ten only) divided into 6,99,55,701 (Six Crore Ninety Nine Lakh Fifty five Thousand Seven Hundred One) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including MCA & SEBI Circulars in respect of the resolutions contained in the Notice of AGM and providing proper facility for AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer’s report of the votes cast ‘For’ or ‘Against’ the resolutions stated in the AGM Notice.
5. The attendance of 113 Members was registered who attended the AGM through VC/OAVM as per MCA Circulars.
6. After completion of e-voting during the AGM, the data of e-voting at AGM was diligently scrutinized. Thereafter, data of e-voting at the AGM were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company and the Authorizations lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e- voting at the AGM.

7. Thereafter, the votes cast through remote e-voting and e-voting at AGM were unblocked after completion of e-voting at the AGM in the presence of two witnesses, Mr. Gaurav Dwivedi and Mr. Rishabh Kansal who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

8. The shareholders exercised their voting either by remote e-voting or e-voting at the AGM.
9. The consolidated summary of results of e-voting during the AGM and remote e-voting are as under:

Resolution No. 1-To receive, consider and adopt the audited standalone and consolidated Financial Statements of the Company for the Financial Year ended 31st March 2020 and the Reports of the Board of Directors and Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	2,39,466	6,06,74,315	6,09,13,781	100.0000
Dissent	1	0	1	0.0000
Total	2,39,467	6,06,74,315	6,09,13,782	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- A**.

Resolution No. 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 31st March 2020.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	2,39,466	6,06,74,254	6,09,13,720	99.9999
Dissent	1	61	62	0.0001
Total	2,39,467	6,06,74,315	6,09,13,782	100

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- B.**

Resolution No. 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 Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	2,39,466	6,06,71,403	6,09,10,869	99.9952
Dissent	1	2,912	2,913	0.0048
Total	2,39,467	6,06,74,315	6,09,13,782	100

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- C.**

Resolution No. 4-Regularization of Ms. Padmaja Krishnan (DIN: 03155610), Additional Director (in the category of Independent Director) as an Independent Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	2,39,466	6,06,74,315	6,09,13,781	100.0000
Dissent	1	0	1	0.0000
Total	2,39,467	6,06,74,315	6,09,13,782	100

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- D.**

Resolution No. 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 Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	2,39,466	6,06,73,453	6,09,12,919	99.9986
Dissent	1	862	863	0.0014
Total	2,39,467	6,06,74,315	6,09,13,782	100

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- E.**

10. The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**

Devesh
Kumar
Vasisht



Digitally signed
by Devesh
Kumar Vasisht
Date: 2020.07.27
19:53:03 +05'30'

(Devesh Kumar Vasisht)

Partner

Scrutinizer

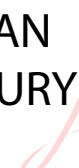
CP No.:13700

July 27, 2020

New Delhi

**COUNTERSIGNED BY
For NEWGEN SOFTWARE
TECHNOLOGIES LIMITED**

AMAN
MOURYA
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by AMAN
MOURYA
Date: 2020.07.27
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Aman Mourya

Company Secretary

FCS 9975

July 27th, 2020

Noida

Annexure- A

Details of e-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

A1. E-VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	28	2,39,467	23,94,670
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	28	2,39,467	23,94,670
d) Votes with Assent	27	2,39,466	23,94,660
e) Votes with Dissent	1	1	10

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	109	6,06,74,315	60,67,43,150
b) Less: Invalid Votes	0	0	
c) Net Valid Votes	109	6,06,74,315	60,67,43,150
d) Votes with Assent	109	6,06,74,315	60,67,43,150
e) Votes with Dissent	0	0	0

Annexure- B

Details of e-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

B1. E-VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	28	2,39,467	23,94,670
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	28	2,39,467	23,94,670
d) Votes with Assent	27	2,39,466	23,94,660
e) Votes with Dissent	1	1	10

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	109	6,06,74,315	60,67,43,150
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	109	6,06,74,315	60,67,43,150
d) Votes with Assent	108	6,06,74,254	60,67,42,540
e) Votes with Dissent	1	61	610

Annexure- C

Details of e-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

C1. E-VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	28	2,39,467	23,94,670
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	28	2,39,467	23,94,670
d) Votes with Assent	27	2,39,466	23,94,660
e) Votes with Dissent	1	1	10

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	109	6,06,74,315	60,67,43,150
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	109	6,06,74,315	60,67,43,150
d) Votes with Assent	106	6,06,71,403	60,67,14,030
e) Votes with Dissent	3	2,912	29,120

Annexure-D

Details of e-voting during the AGM & remote e-voting for Resolution No.-4 are as under:

D1. E-VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	28	2,39,467	23,94,670
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	28	2,39,467	23,94,670
d) Votes with Assent	27	2,39,466	23,94,660
e) Votes with Dissent	1	1	10

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	109	6,06,74,315	60,67,43,150
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	109	6,06,74,315	60,67,43,150
d) Votes with Assent	109	6,06,74,315	60,67,43,150
e) Votes with Dissent	0	0	0

Annexure-E

Details of e-voting during the AGM & remote e-voting for Resolution No.-5 are as under:

E1. E-VOTING DURING THE AGM:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	28	2,39,467	23,94,670
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	28	2,39,467	23,94,670
d) Votes with Assent	27	2,39,466	23,94,660
e) Votes with Dissent	1	1	10

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	109	6,06,74,315	60,67,43,150
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	109	6,06,74,315	60,67,43,150
d) Votes with Assent	104	6,06,73,453	60,67,34,530
e) Votes with Dissent	5	862	8,620