



Newgen Software Technologies Limited

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Date: 25th July 2024

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.: Proceedings of the 32nd 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 32nd Annual General Meeting (AGM) of the Members of the Company held on Thursday, 25th July 2024 at 11:00 A.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) facility in accordance with the relevant circulars issued by Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”).

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
Company Secretary

Encl.: a/a



SUMMARY OF PROCEEDINGS OF THE 32ND ANNUAL GENERAL MEETING OF NEWGEN SOFTWARE TECHNOLOGIES LIMITED.

The 32nd Annual General Meeting (“AGM”) of the Members of Newgen Software Technologies Limited (the “Company”) was held on Thursday, 25th July 2024 at 11:00 A.M. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) facility.

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

Total members present: 116

Mr. Aman Mourya, Company Secretary, extended a warm welcome to the Members of the Company and requested to every Director and KMPs to introduce themselves during the meeting.

Further he confirmed that:

1. Requisite Quorum was present.
2. All the Directors of the Company were present at the meeting from their respective locations.
3. Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders’ Relationship Committee were present at the meeting.
4. Mr. Virender Jeet, Chief Executive Officer, Mr. Surender Jeet Raj, EVP - Global Business Strategy and HR, Mr. Tarun Nandwani, Chief Operating Officer and Mr. Arun Kumar Gupta, Chief Financial Officer of the Company were present at the meeting.
5. The respective representatives of the M/s Walker Chandiook & Co LLP, Statutory Auditors, M/s Aijaz & Associates, Secretarial Auditors and M/s DPV & Associates LLP, Scrutinizer were also present at the meeting.

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 to every Member for inspection, at the website of the Company.

Mr. Diwakar Nigam, being the Chairman of the Board, took the chair and after ascertaining that the requisite quorum was present, he called the meeting to order. 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*).

Mr. Aman Mourya, Company Secretary was authorized by the Chairman to declare the voting results and simultaneously to submit with the Stock exchanges and the website 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 2024 and Secretarial Auditor’s Report for the said period do not contain any qualifications, observations, adverse remarks or comments on financial transactions or matters, which have effect on the functioning of the Company. The Notice of the AGM and Board’s Report were taken as read by the Members of the Company.



The Members joining the meeting through VC, who had not cast their vote by means of Remote e-voting were also provided the option to exercise their right to vote through e-voting facility provided at the AGM. Company appointed M/s DPV & Associates LLP to act as the scrutinizer, who were also present in the meeting.

Thereafter, the following items of businesses as set out in the Notice convening the 32nd AGM dated 25th June 2024 were transacted at the meeting:

S. No.	Particulars	Type of Resolution	Mode of Voting	Remarks
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March 2024 and the reports of the Board of Directors and Auditors thereon	Ordinary	Remote e-voting prior and during the AGM	Scrutinizer's Report on voting results awaited.
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March 2024 and the report of Auditors thereon	Ordinary	Remote e-voting prior and during the AGM	Scrutinizer's Report on voting results awaited.
3.	To declare a final Dividend of Rs. 4/- (Rupees Four only) per Equity Share having a Face value of Rs. 10/- (Rupees Ten) each of the Company for the Financial Year ended 31 st March 2024	Ordinary	Remote e-voting prior and during the AGM	Scrutinizer's Report on voting results awaited.
4.	To appoint a Director in place of Mr. T.S. Varadarajan (DIN: 00263115), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	Remote e-voting prior and during the AGM	Scrutinizer's Report on voting results awaited.
5.	Re-appointment of Mr. Diwakar Nigam (DIN: 00263222) as the Chairman & Managing Director of the Company for a period of five (5) years	Special	Remote e-voting prior and during the AGM	Scrutinizer's Report on voting results awaited.
6.	Re-appointment of Mr. T. S. Varadarajan (DIN: 00263115) as Whole-time Director of the Company for a period of five (5) years	Special	Remote e-voting prior and during the AGM	Scrutinizer's Report on voting results awaited.
7.	Re-appointment of Mrs. Priyadarshini Nigam (DIN: 00267100) as Whole-time Director of the Company for a period of five (5) years	Special	Remote e-voting prior and during the AGM	Scrutinizer's Report on voting results awaited.
8.	Payment of Commission to Non-Executive Directors	Ordinary	Remote e-voting prior and during the AGM	Scrutinizer's Report on voting results awaited.
9.	Approval for increase in the pool of the Stock Options and other amendments in Newgen Software Technologies Limited Employees Stock Option Scheme – 2022	Special	Remote e-voting prior and during the AGM	Scrutinizer's Report on voting results awaited.



10	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	Special	Remote e-voting prior and during the AGM	Scrutinizer's Report on voting results awaited.
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Some of the members expressed their views, as registered speakers, in the meeting. After responding to the questions/ clarification, if any, sought by the speakers, it was announced that Insta-Poll e-voting window will remain open for 15 minutes after the completion of proceedings of the AGM. It was also informed to the Members in the meeting 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 to be issued by M/s DPV & Associates LLP, Practicing Company Secretaries and shall also be placed on the website of the Company within prescribed timeline.

The Chairman concluded the meeting with a vote of thanks to the members of the Board for their presence in the AGM and their continuous guidance and counsel. He further thanks all the Members, employees, customers, vendors, investors, bankers and other stakeholders for their confidence and continued support during the financial year 2023-24.

Thanking you
For Newgen Software Technologies Limited

Aman Mourya
Company Secretary

Date: 25.07.2024
Place: New Delhi



CHAIRMAN'S SPEECH

As I look back at our progress over the past year, I feel extremely proud of our achievements. We have navigated a dynamic business landscape with agility and foresight, achieving significant milestones that reflect our strength and resilience – preparing us to take the next leap forward with speed, scale, and innovation.

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. 4/- per equity share i.e. 40% for the Financial Year 2023-24.

Bonus Issue:

In appreciation of the ongoing support from the Company's shareholders and to promote the engagement of retail investors over the long term while enhancing the market liquidity of equity shares of the Company, during the year, the Company issued bonus equity shares in the ratio of 1:1 to the shareholders.

I want to express my sincere gratitude to our people for their untiring dedication and tremendous commitment to the fulfillment of organizational objectives. Thank you to our esteemed customers for their continued trust and faith in Newgen. Finally, I extend my appreciation to our esteemed investors, shareholders, vendors, and partners for their unwavering support. Together, we are prepared to strengthen the foundation of a future-focused Company.
