



NEWGEN™

Newgen Software Technologies Limited

CIN: L72200DL1992PLC049074

Regd. Office: A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi - 110 067, INDIA

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Date: 28th July 2021

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.: Consolidated Scrutinizer's Report.

Dear Sir/ Ma'am

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Consolidated Scrutinizer's Report and voting results on the Resolutions passed at the 29th Annual General Meeting of the Company held on Tuesday, 27th July 2021. 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.

For Newgen Software Technologies Limited

Aman Mourya
Company Secretary

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
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Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") as amended]

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 by the Board of Directors of Newgen Software Technologies Limited ("**Company**") in its meeting held on May 25, 2021 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting at the 29th Annual General Meeting ("**AGM**") under the provisions of Section 108 of the Act read with Rules and General Circular Nos. 14/2020, 17/2020, 20/2020 & 02/2021 issued by the Ministry of Corporate Affairs ("**MCA**") on April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively and SEBI Circular dated May 12, 2020 and January 15, 2021 ("**MCA & SEBI Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**") and other applicable laws and regulations (including any statutory modifications or re-enactments thereof, for the time being in force) in respect of the resolutions as mentioned in the Notice dated June 25, 2021 ("**AGM Notice**") for 29th AGM of the Company held on July 27, 2021 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 Saturday, July 24, 2021 at 09:00 A.M. and ended on Monday, July 26, 2021 at 05:00 P.M. via e-voting platform on the designated website of KFin Technologies Private Limited ("KFinTech"), authorized agency to provide e-voting facility. The Company provided e-voting facility to the Members attended through VC/OAVM during the AGM to enable such 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. Friday, July 16, 2021 were entitled to avail the facility of remote e-voting as well as e-voting during the AGM on the proposed resolutions as set out in the AGM Notice.
3. The total paid up Equity Share Capital of the Company as on July 16, 2021 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 (i) the Act and the Rules made thereunder; (ii) the MCA & SEBI Circulars; and (iii) the LODR related to e-voting in respect of the resolutions contained in the AGM Notice as well as to ensure a secured framework for the e-voting systems.
5. Our responsibilities as Scrutinizer for e-voting during the AGM and remote e-voting is restricted to make the Consolidated Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by KFinTech.
6. After completion of e-voting during the AGM, the data of e-voting during the AGM was diligently scrutinized. Thereafter, data of e-voting during the AGM were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company. The Members exercised their voting rights either by remote e-voting or e-voting during the AGM.



7. Thereafter, the votes cast through remote e-voting were unblocked after the conclusion of the AGM in the presence of two witnesses i.e. Anamika Shukla and Anjali Yadav who are not in the employment of the Company.
8. 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:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2021 and the report of the Board of Directors and Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2021 and the report of Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	6,49,001	5,09,83,077	5,16,32,078	99.9999
Dissent	0	56	56	0.0001
Total	6,49,001	5,09,83,133	5,16,32,134	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure- A.**



Resolution No. 2- To declare a dividend of Rs. 3.5/- per equity share having face value of Rs. 10/- each for the financial year ended 31st March, 2021.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	6,49,001	5,10,06,633	5,16,55,634	100.0000
Dissent	0	16	16	0.0000
Total	6,49,001	5,10,06,649	5,16,55,650	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure- B.**

Resolution No. 3- 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 Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	6,49,001	5,10,05,019	5,16,54,020	99.9999
Dissent	0	68	68	0.0001
Total	6,49,001	5,10,05,087	5,16,54,088	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure- C.**



Resolution No. 4- To appoint Statutory Auditors of the Company and fix their remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during the AGM	Remote e-Voting	Total	
Assent	6,49,001	5,10,06,576	5,16,55,577	99.9999
Dissent	0	46	46	0.0001
Total	6,49,001	5,10,06,622	5,16,55,623	100.0000

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure- D.**

10. The electronic data and all other relevant record related to remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to the Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES


(Devesh Kumar Vasisht)

Partner

Scrutinizer

CP No.:13700


UDIN: F008488C000701611

July 28, 2021

New Delhi



Countersigned by
For Newgen Software Technologies
Limited



Aman Mourya
Company Secretary
FCS 9975

July 28, 2021

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	18	6,49,001	64,90,010
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	18	6,49,001	64,90,010
d) Votes with Assent	18	6,49,001	64,90,010
e) Votes with Dissent	0	0	0

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	217	5,09,83,133	50,98,31,330
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	217*	5,09,83,133	50,98,31,330
d) Votes with Assent	215	5,09,83,077	50,98,30,770
e) Votes with Dissent	4	56	560

*There were 2 (two) shareholders who voted partially in favour of the resolution and partially against the resolution.



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	18	6,49,001	64,90,010
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	18	6,49,001	64,90,010
d) Votes with Assent	18	6,49,001	64,90,010
e) Votes with Dissent	0	0	0

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	218	5,10,06,649	51,00,66,490
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	218	5,10,06,649	51,00,66,490
d) Votes with Assent	216	5,10,06,633	51,00,66,330
e) Votes with Dissent	2	16	160



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	18	6,49,001	64,90,010
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	18	6,49,001	64,90,010
d) Votes with Assent	18	6,49,001	64,90,010
e) Votes with Dissent	0	0	0

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	216	5,10,05,087	51,00,50,870
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	216*	5,10,05,087	51,00,50,870
d) Votes with Assent	212	5,10,05,019	51,00,50,190
e) Votes with Dissent	5	68	680

*There was 1 (one) shareholder who voted partially in favour of the resolution and partially against the resolution.



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	18	6,49,001	64,90,010
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	18	6,49,001	64,90,010
d) Votes with Assent	18	6,49,001	64,90,010
e) Votes with Dissent	0	0	0

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	215	5,10,06,622	51,00,66,220
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	215*	5,10,06,622	51,00,66,220
d) Votes with Assent	213	5,10,06,576	51,00,65,760
e) Votes with Dissent	3	46	4,600

*There was 1 (one) shareholder who voted partially in favour of the resolution and partially against the resolution.

