



**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:** 28<sup>th</sup> June 2023

<b>To,</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	<b>To,</b> <b>National Stock Exchange of India Limited</b> 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 31<sup>st</sup> Annual General Meeting of the Company held on Tuesday, 27<sup>th</sup> June 2023. 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**  
**Company Secretary**

*Encl.: a/a*



## DPV & ASSOCIATES LLP

COMPANY SECRETARIES, LLPIN: AAV-8350

Reg. Off: 1A/1, Second Floor, Geeta Colony, Delhi-110031 /

Corporate Off.: B-285, First Floor, Green Fields, Sector-43, Faridabad-121010

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### Consolidated Scrutinizer's Report

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

To,

The Chairman

31<sup>st</sup> Annual General Meeting of the Members

of Newgen Software Technologies Limited held on 27<sup>th</sup> June 2023 at 11:00 A.M.(IST) through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") Facility

(CIN: L72200DL1992PLC049074)

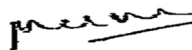
E-44/13 Okhla Phase II, New Delhi -110020

Dear Sir,

I, **Devesh Kumar Vasisht**, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, bearing firm Registration No. L2021DE009500 having office at 1A/1, Second Floor, Geeta Colony, New Delhi-110031, was appointed as Scrutinizer by the Board of Directors of **Newgen Software Technologies Limited** ("**the Company**") on May 2, 2023, for the purpose of scrutinizing voting process i.e. remote e-voting and e-voting during the 31<sup>st</sup> Annual General Meeting ('**AGM**'), in a fair and transparent manner under the provisions of Sections 108 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 & 10/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, may 05, 2020, January 13, 2021 and December 14, 2021 and December 28, 2022 respectively ("**MCA Circulars**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**') read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ('**SEBI Circulars**'), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of the resolutions mentioned in Notice dated May 30, 2023 ("AGM Notice") for 31<sup>st</sup> AGM of the Company held on Tuesday, the 27<sup>th</sup> day of June 2023, at 11:00 A.M. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM').

**I submit my report as under:**

1. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder and (ii) the MCA Circulars; (iii) SEBI Circulars and (iv) the Listing Regulations related to e-voting in respect of the resolutions contained in the AGM Notice dated May 30, 2023 including the dispatch of AGM notice to the shareholders and also to ensure a secured framework for e-voting.
2. My responsibility as Scrutinizer is restricted to make a consolidated scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the AGM Notice and addendum thereto, based on the report generated from the e-voting platform provided by KFin Technologies Limited ("KFinTech").
3. The remote e-voting period commenced on Saturday, June 24, 2023 at 9:00 A.M. (IST) and ended on Monday, June 26, 2023 at 5:00 P.M. (IST) via e-voting platform on the designated website provided by KFinTech Technologies Limited, Authorized Agency to provide e-voting facility i.e. <https://evoting.kfintech.com>. The Company also provided e-voting facility to the Members who participated/ attended through VC/OAVM to enable such Members to cast their votes, if they had not casted their vote earlier through remote e-voting.
4. The Members of the Company as on the "Cut-off Date" i.e. Tuesday, June 20, 2023 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 AGM Notice.
5. After completion of e-voting during the AGM, the e-votes cast by the Shareholders were unblocked in the presence of two witnesses i.e. Mr. Mukesh Sharma and Mr. Parveen Kumar who are not in the employment of the Company and have signed below in confirmation of the same:



Mukesh Sharma



Parveen Kumar

6. Thereafter, the data of remote e-voting and e-voting during the AGM was diligently scrutinized and reconciled with the register of members of the Company as on cut-off date as maintained by KFin Technologies Limited, ("RTA") of the Company. Detailed registers are maintained containing the summary of results of remote e-voting and e-voting during the AGM.
7. There was no shareholder who opted for both the facilities, i.e. remote e-voting and e-voting during the AGM.
8. As on cut-off date, the total paid up Equity Share Capital of the Company was Rs. 69,95,57,010 (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.

9. The consolidated summary of results of e-voting during AGM and remote e-voting are as under:

**Resolution No. 1**                      **To receive, consider and adopt the Audited Standalone Financial**  
**Ordinary Resolution**                      **Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023**  
**and the Reports of the Board of Directors and Auditors thereon**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	23,630	4,95,47,929	4,95,71,559	99.99893
Dissent	-	529	529	0.00107
<b>Total</b>	<b>23,630</b>	<b>4,95,48,458</b>	<b>4,95,72,088</b>	<b>100</b>

Therefore, the above-mentioned Resolution No. 1 has been approved with requisite majority and further details of e-votes are given in 'Annexure A'.

**Resolution No. 2**                      **To receive, consider and adopt the Audited Consolidated Financial**  
**Ordinary Resolution**                      **Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023**  
**and the report of Auditors thereon**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during AGM	Remote E-voting	Total	
Assent	23,630	4,95,47,929	4,95,71,559	99.99893
Dissent	-	529	529	0.00107
<b>Total</b>	<b>23,630</b>	<b>4,95,48,458</b>	<b>4,95,72,088</b>	<b>100</b>

Therefore, the above-mentioned Resolution No.2 has been approved with requisite majority and further details of e-votes are given in 'Annexure B'.

**Resolution No. 3**                      **To declare a final Dividend of Rs. 5/- (Rupees Five only) per equity share**  
**Ordinary Resolution**                      **having a Face value of Rs. 10/- each of the Company for the Financial Year**  
**ended 31<sup>st</sup> March 2023**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-voting during AGM	Remote E-voting	Total	
Assent	23,630	4,96,72,432	4,96,96,062	99.99894
Dissent	0	529	529	0.00106
<b>Total</b>	<b>23,630</b>	<b>4,96,72,961</b>	<b>4,96,96,591</b>	<b>100</b>



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

**A1. VOTING THROUGH REMOTE E-VOTING:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
a) Total votes	231	4,96,72,968	49,67,29,680
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	3	1,24,510	12,45,100
d) Net Valid votes cast	228	49548458	49,54,84,580
e) Votes with assent for the resolution	227	4,95,47,929	49,54,79,290
f) Votes with dissent for the resolution	1	529	5,290

**A2. VOTING THROUGH E-VOTING DURING AGM:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
a) Total votes	15	23,630	2,36,300
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	-	-	-
d) Net Valid votes cast	15	23,630	2,36,300
e) Votes with assent for the resolution	15	23,630	2,36,300
f) Votes with dissent for the resolution	-	-	-

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

**B1. VOTING THROUGH REMOTE E-VOTING:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
a) Total votes	231	4,96,72,968	49,67,29,680
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	3	1,24,510	12,45,100
d) Net Valid votes cast	228	4,95,48,458	49,54,84,580
e) Votes with assent for the resolution	227	4,95,47,929	49,54,79,290
f) Votes with dissent for the resolution	1	529	5,290

**B2. VOTING THROUGH E-VOTING DURING AGM:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
a) Total votes	15	23,630	2,36,300
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	-	-	-
d) Net Valid votes cast	15	23,630	2,36,300
e) Votes with assent for the resolution	15	23,630	2,36,300
f) Votes with dissent for the resolution	-	-	-

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

**C1. VOTING THROUGH REMOTE E-VOTING:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
a) Total votes	231	4,96,72,968	49,67,29,680
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	1	7	70
d) Net Valid votes cast	230	4,96,72,961	49,67,29,610
e) Votes with assent for the resolution	229	4,96,72,432	49,67,24,320
f) Votes with dissent for the resolution	1	529	5,290

**C2. VOTING THROUGH E-VOTING DURING AGM:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
a) Total votes	15	23,630	2,36,300
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	-	-	-
d) Net Valid votes cast	15	23,630	2,36,300
e) Votes with assent for the resolution	15	23,630	2,36,300
f) Votes with dissent for the resolution	-	-	-



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

**D1. VOTING THROUGH REMOTE E-VOTING:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
a) Total votes	231	4,96,72,968	49,67,29,680
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	2	14	140
d) Net Valid votes cast	229	4,96,72,954	49,67,29,540
e) Votes with assent for the resolution	219	4,91,67,523	49,16,75,230
f) Votes with dissent for the resolution	10	5,05,431	50,54,310

**D2. VOTING THROUGH E-VOTING DURING AGM:**

<b>Particulars</b>	<b>No. of Voters</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of Equity Shares in ₹</b>
a) Total votes	15	23,630	2,36,300
b) Less: Invalid votes	-	-	-
c) Abstained from voting on the resolution	-	-	-
d) Net Valid votes cast	15	23,630	2,36,300
e) Votes with assent for the resolution	15	23,630	2,36,300
f) Votes with dissent for the resolution	-	-	-