



**Newgen Software Technologies Limited**

CIN: L72200DL 1992PLC049074, Registered Office: E-44/13, Okhla Phase II, New Delhi 110020, India  
Tel: +91 11 46533200, 26384060, 26384146 Fax: +91 11 26383963

**Date:** 26<sup>th</sup> July 2024

<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 on the Resolutions passed at the 32<sup>nd</sup> Annual General Meeting of the Company held on Thursday, 25<sup>th</sup> July 2024. 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/>

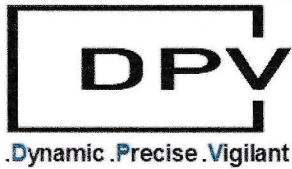
This is for your kind information and record.

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

E-mail: [dpv@dpvassociates.com](mailto:dpv@dpvassociates.com) / [devesh@dpvassociates.com](mailto:devesh@dpvassociates.com)

### 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]

To,  
The Chairman  
32<sup>nd</sup> Annual General Meeting of the Members of  
**Newgen Software Technologies Limited**  
(CIN: L72200DL1992PLC049074),  
E-44/13 Okhla Phase II, New Delhi -110020,  
held on 25<sup>th</sup> July 2024 at 11:00 a.m. (IST) through  
Video Conferencing/Other Audio-Visual Means("VC/OAVM") Facility

Dear Sir,

I, **Devesh Kumar Vasisht**, Managing Partner of M/s DPV & Associates LLP, Company Secretaries, 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 April 30, 2024, for the purpose of scrutinizing voting process i.e. remote e-voting and voting during the 32<sup>nd</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 and 9/2023 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 14, 2021, December 28, 2022 and September 25, 2023 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, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 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 the Notice dated June 25, 2024 ("AGM Notice") for the 32<sup>nd</sup> Annual General Meeting of the Company held on Thursday, the 25<sup>th</sup> day of July 2024, at 11:00 A.M. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM').

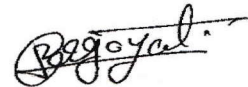


**I submit my report as under:**

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 June 25, 2024 and 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, based on the report generated from the e-voting platform provided by KFin Technologies Limited ("KFinTech").
3. The Company has published newspaper advertisements on June 28, 2024 confirming on the completion of dispatch of AGM Notice along with the Annual Report for FY 2023-24 to eligible members in "Financial Express" in English Language and "Jansatta" in Regional-Hindi Language as per Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of LODR Regulations.
4. The remote e-voting period commenced on Monday, July 22, 2024 at 9:00 A.M. (IST) and ended on Wednesday, July 24, 2024 at 5:00 P.M. (IST) via e-voting platform provided by KFinTech on its designated website 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.
5. The Members of the Company as on the "Cut-off Date" i.e. Thursday, July 18, 2024 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.
6. 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

7. 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.
8. There was no shareholder who opted for both the facilities, i.e. remote e-voting and e-voting during the AGM.
9. As on cut-off date, the total paid up Equity Share Capital of the Company was Rs. 1,40,29,18,020 (One Hundred Forty Crore Twenty-Nine Lakh, Eighteen Thousand and



Twenty only) divided into 14,02,91,802 (Fourteen Crore Two Lakh Ninety-One Thousand Eight Hundred and Two) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

10. 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 Ordinary Resolution**      **Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024 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	5,362	10,67,66,742	10,67,72,104	99.99999
Dissent	2	10	12	0.00001
<b>Total</b>	<b>5,364</b>	<b>10,67,66,752</b>	<b>10,67,72,116</b>	<b>100</b>

Therefore, the above-mentioned Resolution 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 Ordinary Resolution**      **Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2024 and the report of Auditors thereon**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	5,362	10,67,66,742	10,67,72,104	99.99999
Dissent	2	10	12	0.00001
<b>Total</b>	<b>5,364</b>	<b>10,67,66,752</b>	<b>10,67,72,116</b>	<b>100</b>

Therefore, the above-mentioned Resolution 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. 4/- (Rupees Four only) per Ordinary Resolution**      **Equity Share having a Face value of Rs. 10/- (Rupees Ten) each of the Company for the Financial Year ended 31<sup>st</sup> March 2024**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	5,362	10,71,46,400	10,71,51,762	99.99999
Dissent	2	10	12	0.00001
<b>Total</b>	<b>5,364</b>	<b>10,71,46,410</b>	<b>10,71,51,774</b>	<b>100</b>



Therefore, the above-mentioned Resolution has been approved with requisite majority and further details of e-votes are given in 'Annexure C'.

**Resolution No. 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 Resolution**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	5,362	10,60,17,816	10,60,23,178	98.94673
Dissent	2	11,28,594	11,28,596	1.05327
<b>Total</b>	<b>5,364</b>	<b>10,71,46,410</b>	<b>10,71,51,774</b>	<b>100</b>

Therefore, the above-mentioned Resolution has been approved with requisite majority and further details of e-votes are given in 'Annexure D'.

**Resolution No. 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 Resolution**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	5,362	10,52,73,854	10,52,79,216	98.25242
Dissent	2	18,72,556	18,72,558	1.74758
<b>Total</b>	<b>5,364</b>	<b>10,71,46,410</b>	<b>10,71,51,774</b>	<b>100</b>

Therefore, the above-mentioned Resolution has been approved with requisite majority and further details of e-votes are given in 'Annexure E'.

**Resolution No. 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 Resolution**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	5,362	10,59,43,583	10,59,48,945	98.87745
Dissent	2	12,02,827	12,02,829	1.12255
<b>Total</b>	<b>5,364</b>	<b>10,71,46,410</b>	<b>10,71,51,774</b>	<b>100</b>

Therefore, the above-mentioned Resolution has been approved with requisite majority and further details of e-votes are given in 'Annexure F'.





**Resolution No. 10  
Special Resolution**

**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 Resolution				
Particulars	Number of Valid Votes			Percentage
	E-votes during AGM	Remote E-votes	Total	
Assent	5,362	9,59,56,580	9,59,61,942	89.55716
Dissent	2	1,11,89,667	1,11,89,669	10.44284
Total	<b>5,364</b>	<b>10,71,46,247</b>	<b>10,71,51,611</b>	<b>100</b>

Therefore, the above-mentioned Resolution has been approved with requisite majority and further details of e-votes are given in 'Annexure J'.

11. The register containing the details of e-voting will be handed over to the Chairperson of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the AGM.

Thanking You,

**For DPV & Associates LLP  
Company Secretaries**

Firm Reg. No.: L2021DE009500  
Peer Review Certificate No. 2792/2022

*Devesh Vasishth*

**Devesh Kumar Vasishth**

Managing Partner  
CP No.:13700 / Mem. No. F8488  
UDIN: F008488F000831068  
Date: July 26, 2024  
Place: New Delhi

**Countersigned by  
Authorised Signatory**

**Aman Mourya**  
Company Secretary  
Date: July 26, 2024  
Place: New Delhi



## Annexure-A

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 received	443	10,67,66,752	1,067,6,67,520
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	443	10,67,66,752	1,067,6,67,520
d) Votes with assent for the resolution	442	10,67,66,742	1,06,76,67,420
e) Votes with dissent for the resolution	1	10	100

### **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 ₹</b>
a) Total votes received	18	5,364	53,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	18	5,364	53,640
d) Votes with assent for the resolution	17	5,362	53,620
e) Votes with dissent for the resolution	1	2	20





## Annexure-B

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 ₹</b>
a) Total votes received	443	10,67,66,752	1,067,6,67,520
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	443	10,67,66,752	1,067,6,67,520
d) Votes with assent for the resolution	442	10,67,66,742	1,06,76,67,420
e) Votes with dissent for the resolution	1	10	100

### **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 ₹</b>
a) Total votes received	18	5,364	53,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	18	5,364	53,640
d) Votes with assent for the resolution	17	5,362	53,620
e) Votes with dissent for the resolution	1	2	20



## Annexure-C

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 ₹</b>
a) Total votes received	445	10,71,46,410	1,07,14,64,100
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	445	10,71,46,410	1,07,14,64,100
d) Votes with assent for the resolution	444	10,71,46,400	1,07,14,64,000
e) Votes with dissent for the resolution	1	10	100

### **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 ₹</b>
a) Total votes received	18	5,364	53,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	18	5,364	53,640
d) Votes with assent for the resolution	17	5,362	53,620
e) Votes with dissent for the resolution	1	2	20



## Annexure-D

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 ₹</b>
a) Total votes received	445	10,71,46,410	1,07,14,64,100
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	445	10,71,46,410	1,07,14,64,100
d) Votes with assent for the resolution	425*	10,60,17,816	1,06,01,78,160
e) Votes with dissent for the resolution	24*	11,28,594	1,12,85,940

\*Four shareholders voted partially in favour and against the resolution.

### **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 ₹</b>
a) Total votes received	18	5,364	53,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	18	5,364	53,640
d) Votes with assent for the resolution	17	5,362	53,620
e) Votes with dissent for the resolution	1	2	20



## Annexure-E

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

### **E1. 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 ₹</b>
a) Total votes received	445	10,71,46,410	1,07,14,64,100
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	445	10,71,46,410	1,07,14,64,100
d) Votes with assent for the resolution	417*	10,52,73,854	1,05,27,38,540
e) Votes with dissent for the resolution	34*	18,72,556	1,87,25,560

\*Six shareholders voted partially in favour and against the resolution.

### **E2. 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 ₹</b>
a) Total votes received	18	5,364	53,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	18	5,364	53,640
d) Votes with assent for the resolution	17	5,362	53,620
e) Votes with dissent for the resolution	1	2	20



## Annexure-F

Details of E-voting during the AGM & remote e-voting for Resolution No.- 6 are as under:

### **F1. 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 ₹</b>
a) Total votes received	445	10,71,46,410	1,07,14,64,100
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	445	10,71,46,410	1,07,14,64,100
d) Votes with assent for the resolution	426*	10,59,43,583	1,05,94,35,830
e) Votes with dissent for the resolution	23*	12,02,827	1,20,28,270

\*Four shareholders voted partially in favour and against the resolution.

### **F2. 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 ₹</b>
a) Total votes received	18	5,364	53,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	18	5,364	53,640
d) Votes with assent for the resolution	17	5,362	53,620
e) Votes with dissent for the resolution	1	2	20



## Annexure-G

Details of E-voting during the AGM & remote e-voting for Resolution No.- 7 are as under:

### **G1. 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 ₹</b>
a) Total votes received	445	10,71,46,375	1,07,14,63,750
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	445	10,71,46,375	1,07,14,63,750
d) Votes with assent for the resolution	425*	10,59,47,471	1,05,94,74,710
e) Votes with dissent for the resolution	24*	11,98,904	1,19,89,040

\*Four shareholders voted partially in favour and against the resolution.

### **G2. 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 ₹</b>
a) Total votes received	18	5,364	53,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	18	5,364	53,640
d) Votes with assent for the resolution	17	5,362	53,620
e) Votes with dissent for the resolution	1	2	20



## Annexure-H

Details of E-voting during the AGM & remote e-voting for Resolution No.- 8 are as under:

### H1. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	444	10,71,46,321	1,07,14,63,210
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	444	10,71,46,321	1,07,14,63,210
d) Votes with assent for the resolution	430*	10,67,79,085	1,06,77,90,850
e) Votes with dissent for the resolution	15*	3,67,236	36,72,360

\*One shareholder voted partially in favour and against the resolution.

### H2. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	18	5,364	53,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	18	5,364	53,640
d) Votes with assent for the resolution	17	5,362	53,620
e) Votes with dissent for the resolution	1	2	20



## Annexure-I

Details of E-voting during the AGM & remote e-voting for Resolution No.- 9 are as under:

### 11. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	444	10,71,46,230	1,07,14,62,300
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	444	10,71,46,230	1,07,14,62,300
d) Votes with assent for the resolution	319	9,61,52,557	96,15,25,570
e) Votes with dissent for the resolution	127	1,09,93,673	10,99,36,730

\*Two shareholders voted partially in favour and against the resolution.

### 12. VOTING THROUGH E-VOTING DURING AGM:

Particulars	No. of Voters	No. of Equity Shares	Paid-up value of Equity Shares ₹
a) Total votes received	18	5,364	53,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	18	5,364	53,640
d) Votes with assent for the resolution	17	5,362	53,620
e) Votes with dissent for the resolution	1	2	20





## Annexure-J

Details of E-voting during the AGM & remote e-voting for Resolution No.- 10 are as under:

### **J1. 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 ₹</b>
a) Total votes received	444	10,71,46,247	1,07,14,62,470
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	444	10,71,46,247	1,07,14,62,470
d) Votes with assent for the resolution	315*	9,59,56,580	95,95,65,800
e) Votes with dissent for the resolution	132*	1,11,89,667	11,18,96,670

\*Three shareholders voted partially in favour and against the resolution.

### **J2. 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 ₹</b>
a) Total votes received	18	5,364	53,640
b) Less: Invalid votes	-	-	-
c) Net Valid votes cast	18	5,364	53,640
d) Votes with assent for the resolution	17	5,362	53,620
e) Votes with dissent for the resolution	1	2	20

