



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: 02nd January 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.: Outcome of Postal Ballot results under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Ma'am,

Further to our Postal Ballot Notice dated 27th November 2023, this is to inform that the Company had provided the facility of E-voting to its members for seeking their approval for the following matters through Postal Ballot Notice:

1. Increase the Authorized Share Capital of the Company and consequent amendment to the capital clause of the Memorandum of Association of the Company.
2. To capitalize the reserves and issue bonus shares to the Members of the Company.
 - The record date/cut-off date: Friday, 24th November 2023
 - Total no. of members as on record date: 92,729

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We would like to inform you that the resolutions as mentioned in the Postal Ballot Notice have been passed by the members on 2nd January 2024 with requisite majority through E-voting.

Please find enclosed herewith the Scrutinizer's Report dated 02nd January 2024 and same will also be available on the website of the Company at <https://newgensoft.com>.

This is for your information and records.

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 / devesh@dpvassociates.com

Scrutinizer's Report on Postal Ballot (Through Remote E-Voting)

[Pursuant to Section 108 read with 110 of the Companies Act, 2013 (**the "Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**the "Rules"**) as amended from time to time]

To,
The Chairman
Newgen Software Technologies Limited
(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 November 27, 2023, for the purpose of scrutinizing Postal Ballot process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, Circular No. 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 read with other relevant circulars including General Circular No. 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, respectively (**"MCA Circulars"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"LODR Regulations"**), 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 Postal Ballot Notice dated November 27, 2023 (**"Postal Ballot Notice"**).

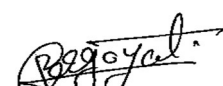
I submit my report as under:

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; and (iii) the LODR Regulations related to e-voting in respect of the resolutions contained in the Postal Ballot Notice including the dispatch of the notice to the shareholders and also to ensure a secured framework for e-voting.

2. My responsibility as Scrutinizer is restricted to make the scrutinizer's report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Postal Ballot Notice based on the report generated from the e-voting platform provided by KFin Technologies Limited ("KFinTech").
3. The remote e-Voting commenced on Monday, December 04, 2023, 09:00 A.M. and ended on Tuesday, January 02, 2024, 05:00 P.M. on 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>.
4. The Members of the Company as on the "Cut-off Date" i.e. Friday, November 24, 2023 were entitled to avail the facility of remote e-voting on the proposed resolutions as set out in Postal Ballot Notice.
5. The remote e-voting was unblocked on January 02, 2024 after 05:00 P.M. 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 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.
7. As on cut-off date, the total paid up Equity Share Capital of the Company was Rs. 70,06,94,010/- (Rupees Seventy Crore Six Lakh Ninety Four Thousand Ten only) divided into 7,00,69,401 (Seven Crore Sixty Nine Thousand four hundred One), Equity Shares of Rs. 10/- (Rupees Ten Only) each.
8. The result of the remote e-voting in respect of the resolutions contained in the Postal Ballot Notice is as under:

Resolution No. 1 INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

| Ordinary Resolution | | | | |
|---------------------|-----------------------|---------------|--------------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | Remote e-voting | Postal Ballot | Total | |
| Assent | 5,55,70,948 | - | 5,55,70,948 | 99.8104 |
| Dissent | 1,05,556 | - | 1,05,556 | 0.1896 |
| Total | 5,56,76,504 | - | 5,56,76,504 | 100 |

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

Resolution No. 2 TO CAPITALIZE THE RESERVES AND ISSUE BONUS SHARES TO THE MEMBERS OF THE COMPANY

| Ordinary Resolution | | | | |
|---------------------|-----------------------|---------------|--------------------|------------|
| Particulars | Number of Valid Votes | | | Percentage |
| | Remote e-voting | Postal Ballot | Total | |
| Assent | 5,54,04,203 | - | 5,54,04,203 | 99.5105 |
| Dissent | 2,72,510 | - | 2,72,510 | 0.4895 |
| Total | 5,56,76,713 | - | 5,56,76,713 | 100 |

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

- Based on the aforesaid results, the resolution as mentioned above is deemed to have been passed on January 2, 2024 being the last date of remote e-voting for the Members of the Company.
- The register containing the details of e-voting will be handed over to the Company Secretary of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the Postal Ballot.

Thanking You,

For DPV & Associates LLP

Company Secretaries

Firm Reg. No.: L2021DE009500

Peer Review Certificate No. 2792/2022

Countersigned by
Authorised Signatory

Devesh Kumar Vasisht

Managing Partner

CP No.:13700 / Mem. No. F8488

UDIN: F008488E003095187

Date: January 2, 2024

Place: New Delhi

Aman Mourya

Company Secretary

Date: January 2, 2024

Place: New Delhi

Annexure-A

Detailed summary of the voting through e-voting for Resolution No.-1 is given herein below:

VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of Voters | No. of Equity Shares | Paid-up value of Equity Shares in ₹ |
|--------------------------------------------|----------------------|-----------------------------|--------------------------------------------|
| a) Total votes | 479 | 5,56,76,887 | 55,67,68,870 |
| b) Less: Invalid votes | - | - | - |
| c) Abstained from voting on the resolution | 5 | 383 | 3,830 |
| d) Net Valid votes cast | 474 | 5,56,76,504 | 55,67,65,040 |
| e) Votes with assent for the resolution | 465 | 5,55,70,948 | 55,57,09,480 |
| f) Votes with dissent for the resolution | 9 | 1,05,556 | 10,55,560 |

Annexure-B

Detailed summary of the voting through e-voting for Resolution No.-2 is given herein below:

VOTING THROUGH REMOTE E-VOTING:

| Particulars | No. of Voters | No. of Equity Shares | Paid-up value of Equity Shares in ₹ |
|--------------------------------------------|----------------------|-----------------------------|--------------------------------------------|
| a) Total votes | 479 | 5,56,76,887 | 55,67,68,870 |
| b) Less: Invalid votes | - | - | - |
| c) Abstained from voting on the resolution | 5 | 174 | 1,740 |
| d) Net Valid votes cast | 474* | 5,56,76,713 | 55,67,67,130 |
| e) Votes with assent for the resolution | 460* | 5,54,04,203 | 55,40,42,030 |
| f) Votes with dissent for the resolution | 17* | 2,72,510 | 27,25,100 |

* There were three shareholders who voted in favour as well as against Resolution No. 2.