



Newgen Software Technologies Limited

CIN: L72200DLI992PLC049074

E-44/13, Okhla Phase-II, New Delhi-110 020, INDIA

Tel: +91-11-4653 3200 Fax : +91-11-2638 3963

Email: corpmtg@newgensoft.com URL: <https://newgensoft.com>

Date: August 10, 2018

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)

Subject: Scrutinizer's Report

Dear Sir/ Ma'am,

Please find enclosed the Scrutinizer's Report in pursuance of Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 in relation to e-voting and ballot papers in regard to business transacted at the 26th Annual General Meeting held on August 9, 2018.

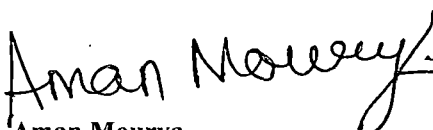
The same shall also be available on the website of the Company at <https://newgensoft.com>.

This is for your information and records.

Thanking you,

Yours truly

For Newgen Software Technologies Limited


Aman Mourya
Company Secretary & Compliance Officer



Encl.: Scrutinizer's Report

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
NEWGEN SOFTWARE TECHNOLOGIES LIMITED
(CIN: L72200DL1992PLC049074)
A-6, Satsang Vihar Marg,
Qutab Institutional Area, New Delhi- 110067

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries firm having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through poll at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolutions mentioned in Notice dated June 26, 2018 for 26th AGM of the Company held on Thursday, August 09, 2018 at 11:00 A.M. at NCUI Complex, 3, Siri Institutional Area, August Kranti Marg, Hauz Khas, New Delhi - 110016.

I submit my report as under:-

1. The remote e-voting period commenced on Monday, August 06, 2018 at 09:00 A.M. and ended on Wednesday, August 08, 2018 at 05:00 P.M. via e-voting platform on the designated website of Karvy Computershare Private Limited i.e. evoting.karvy.com.



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2. The Members of the Company as on the "cut off" date i.e. Thursday, August 02, 2018, were entitled to avail the facility of remote e-voting as well as voting through poll at the 26th Annual General Meeting on the proposed resolutions.
3. The total paid up Equity Share Capital of the Company as on August 02, 2018 was Rs. 69,23,57,010 (Rupees Sixty Nine Crore Twenty Three Lakh Fifty Seven Thousand Ten Only) divided into 6,92,35,701 (Six Crore Ninety Two Lakh Thirty Five Thousand Seven Hundred One) equity shares of Rs. 10/-(Rupees Ten Only) each. No Equity shares were lying in the Unclaimed Suspense A/c and 1231207 equity shares held by Newgen ESOP Trust ("ESOP Trust") which are treated as "Non-Promoter Non-Public Shareholding" as per Regulation 9 of Chapter II of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, of which voting rights are not exercised and no equity shares transferred to and held by Investor Education and Protection Fund (IEPF).
4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of 26th AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the votes cast 'For' or 'Against' the resolutions stated in the Notice of 26th AGM.
5. The Chairman ordered for poll at AGM as per Rules 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
6. 2 (Two) ballot boxes were kept for polling paper and the ballot boxes were locked in my presence.
7. After completion of Poll at the AGM, the ballot boxes were opened in my presence and polling papers were diligently scrutinized. Thereafter, polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/ Proxies lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and poll at AGM.



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8. The poll papers, which were incomplete and/ or which were otherwise found defective or where signature of any member did not matched with the records maintained by Registrar & Transfer Agent of the Company, have been treated as invalid and were kept separately.
9. Thereafter, the votes cast through remote e-voting were unblocked in the presence of two witnesses, Ms. Kajal Goel and Mr. Ronit Gaba who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Kajal

Kajal Goel

Ronit

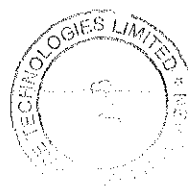
Ronit Gaba

10. The consolidated summary of results of poll at the AGM and remote e-voting are as under:

Resolution No.1- To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the reports of Board of Directors & Auditors thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended 31st March, 2018

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	5,84,52,937	5,84,53,578	100.0000
Dissent	0	0	0	0
Total	641	5,84,52,937	5,84,53,578	100.0000

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure- A.



D

Resolution No. 2- To declare the payment of Dividend at the rate of Rs. 2/- per Equity Share having Face value of Rs. 10/- each of the Company for the Financial Year 2017-18

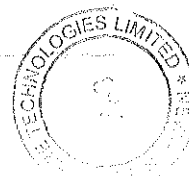
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	5,94,23,128	5,94,23,769	100.0000
Dissent	0	0	0	0
Total	641	5,94,23,128	5,94,23,769	100.0000

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- B.**

Resolution No. 3- Appointment of Mr. T.S. Varadarajan (DIN: 00263115) as director, who retires by rotation, and being eligible, offers himself for re-appointment

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	5,94,09,080	5,94,09,721	99.9764
Dissent	0	14,048	14,048	0.0236
Total	641	5,94,23,128	5,94,23,769	100.0000

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- C.**



Resolution No. 4- Appointment of Mr. Saurabh Srivastava (DIN: 00380453) as an Independent Director on the Board of the Company

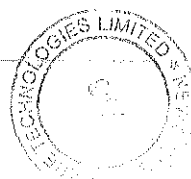
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	5,94,23,067	5,94,23,708	99.9999
Dissent	0	61	61	0.0001
Total	641	5,94,23,128	5,94,23,769	100.0000

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-D**.

Resolution No. 5- Appointment of Mr. Subramaniam Ramnath Iyer (DIN: 00524187) as an Independent Director on the Board of the Company

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	5,94,08,015	5,94,08,656	99.9746
Dissent	0	15,113	15,113	0.0254
Total	641	5,94,23,128	5,94,23,769	100.0000

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-E**.



Resolution No. 6- To ratify the Newgen Employees Stock Option Scheme-2014

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	5,76,88,660	5,76,89,301	98.6931
Dissent	0	7,63,907	7,63,907	1.3069
Total	641	5,84,52,567	5,84,53,208	100.0000

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-F.

Resolution No. 7- To ratify issuance of options and extending benefits of Newgen Employees Stock Option Scheme-2014 to the Employees of the Subsidiary Company(ies)

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	5,76,87,921	5,76,88,562	98.6918
Dissent	0	7,64,707	7,64,707	1.3082
Total	641	5,84,52,628	5,84,53,269	100.0000

Therefore, the Resolution No. 7 has been approved with requisite majority. Detail of poll at AGM & remote e-voting are given in Annexure-G.



Resolution No. 8- To ratify Newgen ESOP Trust for secondary acquisition of Equity Shares

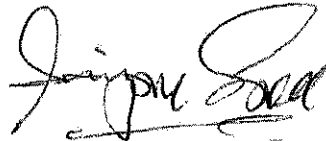
Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	5,47,09,081	5,47,09,722	93.5957
Dissent	0	37,43,547	37,43,547	6.4043
Total	641	5,84,52,628	5,84,53,269	100.0000

Therefore, the Resolution No. 8 has been approved with requisite majority. Detail of poll at AGM & remote e-voting are given in Annexure-H.

- The register, polling papers and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register, polling papers and all other related papers to the Company Secretary.

Thanking you,

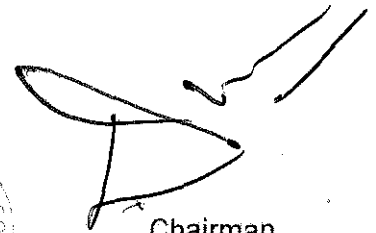
For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES



(Sanjay Grover)
Managing Partner
Scrutinizer
CP No.: 3850
August 10, 2018
New Delhi



Countersigned by



Chairman
New Delhi




Details of poll at AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	3	641	6,410
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	641	6,410
d) Votes with Assent	3	641	6,410
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	83	5,84,52,937	58,45,29,370
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	5,84,52,937	58,45,29,370
d) Votes with Assent	83	5,84,52,937	58,45,29,370
e) Votes with Dissent	0	0	0



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Annexure - B

Details of poll at AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	3	641	6,410
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	641	6,410
d) Votes with Assent	3	641	6,410
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	85	5,94,23,128	59,42,31,280
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	85	5,94,23,128	59,42,31,280
d) Votes with Assent	85	5,94,23,128	59,42,31,280
e) Votes with Dissent	0	0	0



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Details of poll at AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	3	641	6,410
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	641	6,410
d) Votes with Assent	3	641	6,410
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	85	59,42,31,28	59,42,31,280
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	85	59,42,31,28	59,42,31,280
d) Votes with Assent	83	5,94,09,080	59,40,90,800
e) Votes with Dissent	2	14,048	1,40,480



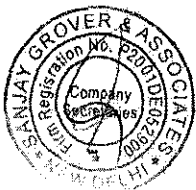
Details of poll at AGM & remote e-voting for Resolution No.-4 are as under:

D1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	3	641	6,410
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	641	6,410
d) Votes with Assent	3	641	6,410
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	85	5,94,23,128	59,42,31,280
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	85	5,94,23,128	59,42,31,280
d) Votes with Assent	84	5,94,23,067	59,42,30,670
e) Votes with Dissent	1	61	610



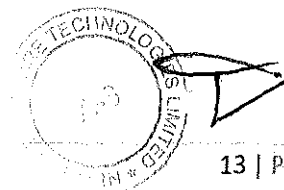
Details of poll at AGM & remote e-voting for Resolution No.-5 are as under:

E1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	3	641	6,410
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	641	6,410
d) Votes with Assent	3	641	6,410
e) Votes with Dissent	0	0	0

E2. 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	85	5,94,23,128	59,42,31,280
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	85	5,94,23,128	59,42,31,280
d) Votes with Assent	84	5,94,08,015	59,40,80,150
e) Votes with Dissent	1	15,113	1,51,130



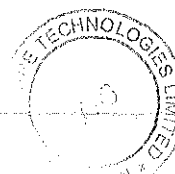
Details of poll at AGM & remote e-voting for Resolution No.-6 are as under:

F1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	3	641	6,410
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	641	6,410
d) Votes with Assent	3	641	6,410
e) Votes with Dissent	0	0	0

F2. 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	81	5,84,52,567	58,45,25,670
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	81	5,84,52,567	58,45,25,670
d) Votes with Assent	70	5,76,88,660	57,68,86,600
e) Votes with Dissent	11	7,63,907	76,39,070



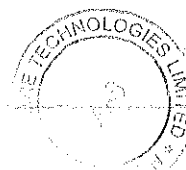
Details of poll at AGM & remote e-voting for Resolution No.-7 are as under:

G1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	3	641	6,410
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	641	6,410
d) Votes with Assent	3	641	6,410
e) Votes with Dissent	0	0	0

G2. 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	82	5,84,52,628	58,45,26,280
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	82	5,84,52,628	58,45,26,280
d) Votes with Assent	69	5,76,87,921	57,68,79,210
e) Votes with Dissent	13	7,64,707	76,47,070



Details of poll at AGM & remote e-voting for Resolution No.-8 are as under:

H1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	3	641	6,410
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	3	641	6,410
d) Votes with Assent	3	641	6,410
e) Votes with Dissent	0	0	0

H2. 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	82	5,84,52,628	58,45,26,280
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	82	5,84,52,628	58,45,26,280
d) Votes with Assent	70	5,47,09,081	54,70,90,810
e) Votes with Dissent	12	37,43,547	3,74,35,470

