



**NEWGEN**

**Newgen Software Technologies Limited**

CIN: L72200DL1992PLC049074

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

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

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

Date: 8<sup>th</sup> August, 2019

To, <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	To, <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.: 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 27<sup>th</sup> Annual General Meeting (AGM) held on 7<sup>th</sup> August, 2019.

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

This is for your kind information and record.

Thanking you.

For Newgen Software Technologies Limited

*Aman Mourya*

Aman Mourya

Company Secretary & Compliance Officer



# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> 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 of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
**NEWGEN SOFTWARE TECHNOLOGIES LIMITED**

(CIN: L72200DL1992PLC049074)

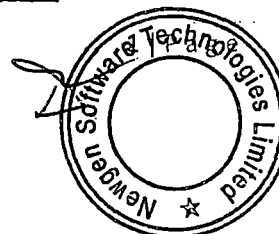
A-6, Satsang Vihar Marg,  
Qutab Institutional Area,  
New Delhi-110067

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries 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 ballot paper(s) (Poll) at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Notice dated June 25, 2019 for 27<sup>th</sup> AGM of the Company held on Wednesday, 7th day of August 2019, at 11.00 AM at NCU Auditorium & Convention Centre, 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 Sunday, 4th August 2019 at 9:00 a.m. (IST) and ended on Tuesday, 6th August, 2019 at 5:00 p.m. via remote e-voting platform on the designated website of Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Limited) <https://evoting.karvy.com>

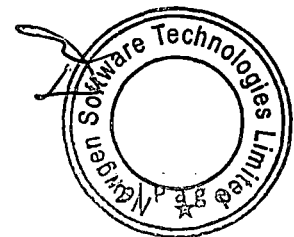


SANJAY GROVER & ASSOCIATES

2. The Members of the Company as on the "cut off" date i.e. Friday, 2nd August, 2019 were entitled to avail the facility of remote e-voting as well as voting through poll at the 27<sup>th</sup> Annual General Meeting on the proposed resolution(s) as set out in the Notice dated June 25, 2019.
3. The total paid up Equity Share Capital of the Company as on Friday, 2nd August, 2019 was Rs.69,58,57,010/- (Sixty Nine Crore Fifty eight Lakh Fifty Seven Thousand Ten Only) divided into 6,95,85,701 (Six Crore Ninety Five Lakh Eighty Five Thousand Seven Hundred One) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
5. 2 (Two) ballot boxes were kept for polling and the ballot boxes were locked in my presence.
6. After completion of Poll at the AGM, the ballot boxes were opened in my presence and ballot 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.
7. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Ms. Sonal Garg and Ms. Daljeet Kaur who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Sonal Garg

  
Daljeet Kaur

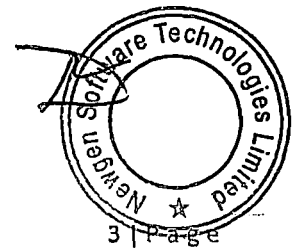


8. The Ballot paper(s) and remote e-voting were matched with the Register of Members of the Company as on cut-off date. The cases where the members have voted for lesser number of shares as compared to their entitlement, the number of shares for which they have voted has been considered.
9. The ballot paper(s), which were incomplete and/or which were otherwise found defective or where signature of any member did not match with the records maintained by Registrar & Transfer Agent of the Company, have been treated as invalid and were kept separately.
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 and consolidated Financial Statements of the Company for the Financial Year ended 31st March 2019 and the Reports of the Board of Directors and Auditors thereon.

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>Poll</b>	<b>e-Votes</b>	<b>Total</b>	
Assent	3,33,039	5,84,78,648	5,88,11,687	100.00
Dissent	0	0	0	0.00
<b>Total</b>	<b>3,33,039</b>	<b>5,84,78,648</b>	<b>5,88,11,687</b>	<b>100.00</b>

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



**Resolution No. 2-** To declare a Dividend of Rs. 3/- per Equity Share having Face value of Rs. 10/- each of the Company for the Financial Year ended 31<sup>st</sup> March 2019.

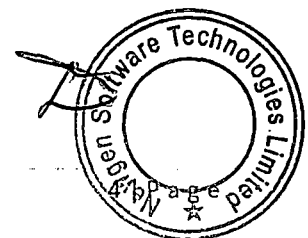
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,33,039	5,84,78,587	5,88,11,626	100.00
Dissent	0	61	61	0.00
Total	3,33,039	5,84,78,648	5,88,11,687	100.00

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-** To appoint a Director in place of Mr. Diwakar Nigam (DIN: 00263222), 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	3,33,039	5,84,33,101	5,87,66,140	99.92
Dissent	0	45,547	45,547	0.08
Total	3,33,039	5,84,78,648	5,88,11,687	100.00

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-** To approve charges for service of documents on the members.

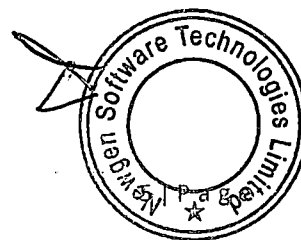
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,33,039	5,84,78,648	5,88,11,687	100.00
Dissent	0	0	0	0.00
Total	3,33,039	5,84,78,648	5,88,11,687	100.00

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-** To approve payment of Commission to Non-Executive Directors.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,33,039	5,84,33,101	5,87,66,140	99.92
Dissent	0	45,547	45,547	0.08
Total	3,33,039	5,84,78,648	5,88,11,687	100.00

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 re-appoint Mr. Diwakar Nigam (DIN: 00263222) as the Chairman & Managing Director of the Company for a period of five (5) years.

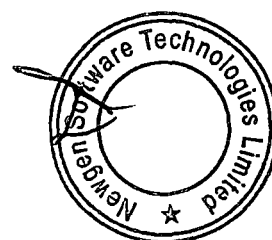
Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,33,039	5,54,24,101	5,57,57,140	94.81
Dissent	0	30,54,547	30,54,547	5.19
Total	3,33,039	5,84,78,648	5,88,11,687	100

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 re-appoint Mrs. Priyadarshini Nigam (DIN: 00267100) as the Whole-time Director of the Company for a period of five (5) years.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,33,039	5,55,35,925	5,58,68,964	95.00
Dissent	0	29,42,723	29,42,723	5.00
Total	3,33,039	5,84,78,648	5,88,11,687	100

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



**Resolution No. 8-** To re-appoint Mr. T. S. Varadarajan (DIN: 00263115) as Whole-time Director of the Company for a period of five (5) years.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,33,039	5,55,35,925	5,58,68,964	95.00
Dissent	0	29,42,723	29,42,723	5.00
Total	3,33,039	5,84,78,648	5,88,11,687	100

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

11. 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

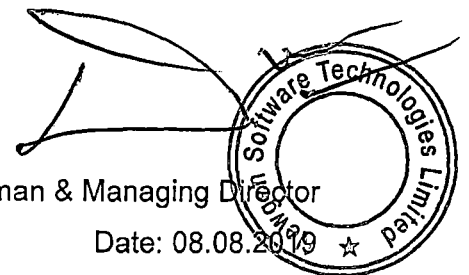
**For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**



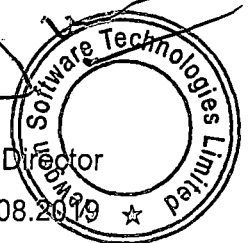
(Sanjay Grover)  
Managing Partner  
Scrutinizer  
CP No.:3850  
Date:08.08.2019  
Place: New Delhi



**Countersigned by**



Chairman & Managing Director  
Date: 08.08.2019  
Place: New Delhi





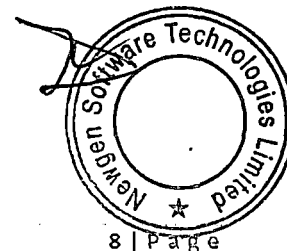
Details of poll at AGM & remote e-voting for Resolution No.-1 are as under:

**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	52	3,55,489	35,54,890
b) Less: Invalid Votes	2	22,450	2,24,500
c) Net Valid votes	50	3,33,039	33,30,390
d) Votes with Assent	50	3,33,039	33,30,390
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	48	5,84,78,648	58,47,86,480
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	48	5,84,78,648	58,47,86,480
d) Votes with Assent	48	5,84,78,648	58,47,86,480
e) Votes with Dissent	0	0	0



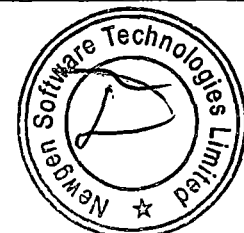
Details of poll at AGM & remote e-voting for Resolution No.-2 are as under:

**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	52	3,55,489	35,54,890
b) Less: Invalid Votes	2	22,450	2,24,500
c) Net Valid votes	50	3,33,039	33,30,390
d) Votes with Assent	50	3,33,039	33,30,390
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	48	5,84,78,648	58,47,86,480
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	48	5,84,78,648	58,47,86,480
d) Votes with Assent	47	5,84,78,587	58,47,85,870
e) Votes with Dissent	1	61	610



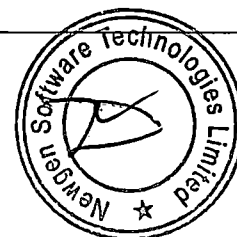
Details of poll at AGM & remote e-voting for Resolution No.-3 are as under:

**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	52	3,55,489	35,54,890
b) Less: Invalid Votes	2	22,450	2,24,500
c) Net Valid votes	50	3,33,039	33,30,390
d) Votes with Assent	50	3,33,039	33,30,390
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	48	5,84,78,648	58,47,86,480
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	48	5,84,78,648	58,47,86,480
d) Votes with Assent	47	5,84,33,101	58,43,31,010
e) Votes with Dissent	1	45,547	4,55,470



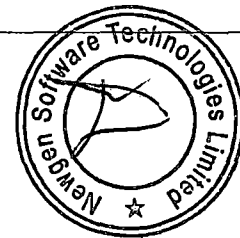
Details of poll at AGM & remote e-voting for Resolution No.-4 are as under:

**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	52	3,55,489	35,54,890
b) Less: Invalid Votes	2	22,450	2,24,500
c) Net Valid Votes	50	3,33,039	33,30,390
d) Votes with Assent	50	3,33,039	33,30,390
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	48	5,84,78,648	58,47,86,480
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	48	5,84,78,648	58,47,86,480
d) Votes with Assent	48	5,84,78,648	58,47,86,480
e) Votes with Dissent	0	0	0



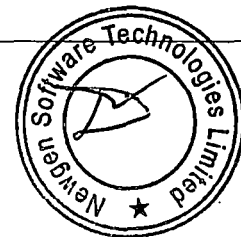
Details of poll at AGM & remote e-voting for Resolution No.-5 are as under:

**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	52	3,55,489	35,54,890
b) Less: Invalid Votes	2	22,450	2,24,500
c) Net Valid Votes	50	3,33,039	33,30,390
d) Votes with Assent	50	3,33,039	33,30,390
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	48	5,84,78,648	58,47,86,480
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	48	5,84,78,648	58,47,86,480
d) Votes with Assent	47	5,84,33,101	58,43,31,010
e) Votes with Dissent	1	45,547	4,55,470



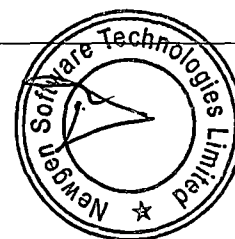
Details of poll at AGM & remote e-voting for Resolution No.-6 are as under:

**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	52	3,55,489	35,54,890
b) Less: Invalid Votes	2	22,450	2,24,500
c) Net Valid Votes	50	3,33,039	33,30,390
d) Votes with Assent	50	3,33,039	33,30,390
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	48	5,84,78,648	58,47,86,480
b) Less: Invalid Votes	0	0	
c) Net Valid Votes	48	48	58,47,86,480
d) Votes with Assent	32	5,54,24,101	55,42,41,010
e) Votes with Dissent	16	30,54,547	3,05,45,470



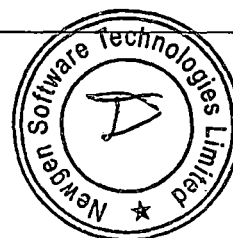
Details of poll at AGM & remote e-voting for Resolution No.-7 are as under:

**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	52	3,55,489	35,54,890
b) Less: Invalid Votes	2	22,450	2,24,500
c) Net Valid Votes	50	3,33,039	33,30,390
d) Votes with Assent	50	3,33,039	33,30,390
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	48	5,84,78,648	58,47,86,480
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	48	5,84,78,648	58,47,86,480
d) Votes with Assent	34	5,55,35,925	55,53,59,250
e) Votes with Dissent	14	29,42,723	2,94,27,230



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	52	3,55,489	35,54,890
b) Less: Invalid Votes	2	22,450	2,24,500
c) Net Valid Votes	50	3,33,039	33,30,390
d) Votes with Assent	50	3,33,039	33,30,390
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	48	5,83,66,824	58,36,68,240
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	48	5,83,66,824	58,36,68,240
d) Votes with Assent	34	5,55,35,925	55,53,59,250
e) Votes with Dissent	14	29,42,723	2,94,27,230

