



**NEWGEN**

**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](mailto:corpmtg@newgensoft.com) URL: <https://newgensoft.com>

Date: 27<sup>th</sup> June 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.: Outcome of Postal Ballot- Voting Results under Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirement), Regulation, 2015**

Dear Sir/Ma'am

Further to our Postal Ballot Notice dated May 15, 2019 this is to inform that the company has provided the facility of Postal Ballot/ electronic voting (e-voting) to its shareholders for seeking their approval for:

1. Variation in the objects of the Public Issue as stated in the prospectus of the Company dated January 19, 2018.
2. Re-appointment of Mr. Kaushik Dutta (DIN: 03328890) as Non- Executive Independent Director of the Company for a second term of five years.
  - The record date: May 17, 2019
  - Total no. of shareholders as on record date: 23,110.

We would like to inform you that the resolutions as mentioned in the Postal Ballot notice have been passed by the shareholders with requisite majority through postal ballot/ electronic voting (e-voting) on June 26, 2019. i.e. the last date of receipt of duly completed postal ballot forms and remote e-voting.

Please find enclosed herewith the Voting Results along with the Scrutinizer's Report dated June 27, 2019. The results will also be available on the website of the Company at [www.newgensoft.com](http://www.newgensoft.com)

This is for your information and records.

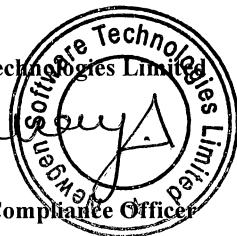
Thanking you,

For Newgen Software Technologies Limited

*Aman Mourya*

Aman Mourya

Company Secretary & Compliance Officer

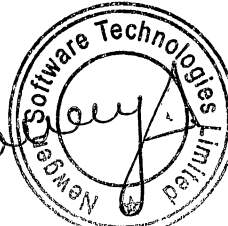


Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Special No VARIATION IN THE OBJECTS STATED IN THE PROSPECTUS OF THE COMPANY DATED JANUARY 19, 2018				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		45928938	99.9999	45928938	0	100.0000	0.0000
	Poll	45928988						
	Postal Ballot (if applicable)							
	<b>Total</b>	45928988	45928938	99.9999	45928938	0	100.0000	0.0000
Public- Institutions	E-Voting		10715722	80.6242	10715722	0	100.0000	0.0000
	Poll	13290946						
	Postal Ballot (if applicable)							
	<b>Total</b>	13290946	10715722	80.6242	10715722	0	100.0000	0.0000
Public- Non Institutions	E-Voting		2192603	23.7354	2192441	162	99.9926	0.0074
	Poll	9237676						
	Postal Ballot (if applicable)		67845	0.7344	67778	67	99.9012	0.0988
	<b>Total</b>	9237676	2260448	24.4699	2260219	229	99.9899	0.0101
<b>Total</b>		68457610	58905108	86.0461	58904879	229	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	161

Aman Mohan



Resolution (2)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Special No RE-APPOINTMENT OF MR. KAUSHIK DUTTA (DIN: 03328890) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		45928938	99.9999	45928938	0	100.0000	0.0000
	Poll	45928988						
	Postal Ballot (if applicable)							
	<b>Total</b>	45928988	45928938	99.9999	45928938	0	100.0000	0.0000
Public-Institutions	E-Voting		10715722	80.6242	10696236	19486	99.8182	0.1818
	Poll	13290946						
	Postal Ballot (if applicable)							
	<b>Total</b>	13290946	10715722	80.6242	10696236	19486	99.8182	0.1818
Public- Non Institutions	E-Voting		2192603	23.7354	2192272	331	99.9849	0.0151
	Poll	9237676						
	Postal Ballot (if applicable)		67845	0.7344	67778	67	99.9012	0.0988
	<b>Total</b>	9237676	2260448	24.4699	2260050	398	99.9824	0.0176
<b>Total</b>		68457610	58905108	86.0461	58885224	19884	99.9662	0.0338
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	161

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# Kundan Agrawal & Associates

COMPANY SECRETARIES

Phone : 91-11-43093900

Mobile : 092124 67033, 09999415059

E-mail : agrawal.kundan@gmail.com

## SCRUTINIZER REPORT

To,

**Mr. Diwakar Nigam**  
Chairman cum Managing Director,  
Newgen Software Technologies Limited  
A-6, Satsang Vihar Marg Qutab Institutional  
Area,  
New Delhi - 110067

**Aman Mourya**  
Company Secretary  
Newgen Software Technologies Limited  
A-6, Satsang Vihar Marg Qutab Institutional  
Area,  
New Delhi - 110067

Re: **Scrutinizer report on Postal Ballot;**

Dear Sir,

We, **M/s Kundan Agrawal & Associates**, Practicing Company Secretary, at H-23 A, 204, Kamal Tower Near Sai Mandir, Vikas Marg, Laxmi Nagar, Delhi-110092, pursuant to Section 108 and 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 was appointed as Scrutinizer by the Board of **M/s NEWGEN SOFTWARE TECHNOLOGIES LIMITED** vide its duly held meeting of Board as on **15.05.2019** for the purpose of conducting Postal Ballot which includes electronic voting (E-voting) in a fair and transparent manner.

Further, I, in the capacity of scrutinizer in respect of the bellow mentioned resolution, submit our report as under:-

1. The Compliance with the Provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (E-Voting) and voting by usual postal ballot by shareholders on the resolution as mentioned in the notice of the postal ballot dated **15.05.2019** is the responsibility of management. My responsibility as scrutinizer is to ensure that the voting process both through electronic means (E-Voting) and by use of postal ballot are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favor or against if any, and the details of invalid votes, if any to the chairman on the resolution, based on the reports generated from the electronic voting system provided by KARVY and by voting through postal ballot(s).
2. The Notice of Postal Ballot dated 15.05.2019 along with Postal ballot Form and postage-prepaid self-addressed Business reply envelop were sent to all the members of the Company, dispatch of which were completed on 25.05.2019, for seeking their approval on special resolution(s) as set out in said Postal ballot Notice through postal ballot and E-voting process.
3. The Company has provided the postal ballot Forms and E-voting facility to the members holding shares as on "Cut of" date i.e **17.05.2019**.
4. The E-voting facility was arranged by Karvy Fintech Private Limited (Karvy).



5. The Voting period through E-Voting starts from **28.05.2019** (09:00A.M) and ended on **26.06.2019** (05:30P.M). The Karvy platform was blocked thereafter.
6. The Ballot papers received were scrutinized and reconcile with the records maintained by registrar and Share transfer Agent (RTA). The Postal ballot Forms, if any, which were incomplete, unsigned, for which already E-voting have been rejected and treated as invalid.  
  
The votes casted through E-Voting were unblocked 27.06.2019
7. I have scrutinized and reviewed the Postal ballot and E-voting process in a fair and transparent manner. Please note that one equity share of the Company represent one vote. Member's voting proportion to his/her share in paid up capital of the Company.
8. I hereby submit scrutinizer's report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules , 2015 and other applicable provisions of Companies Act, 2013 on the resolution (s) contained in the notice of aforesaid Postal ballot notice.
9. The result of the voting is as under:

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**Resolution No-1 Special Resolution**

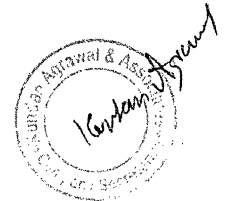
**DESCRIPTION:- VARIATION IN THE OBJECTS STATED IN THE PROSPECTUS OF THE COMPANY DATED JANUARY 19, 2018**

Details of voting	Total No. of Members Voted	Total No. Valid Votes		Total of Invalid votes	Total votes casted	Total Valid Casted	% of Total valid casted in favor of Special Resolution	% of Total valid casted in against of Special Resolution
		In favour	In Against					
By Poll	28	67778	67	61	67906	67845	99.81%	0.09%
By E-Voting	87	58837101	162	100	58837363	58837263	99.99%	0.01%
Consolidated	115	58904879	229	161	58905269	58905108	99.99%	0.01%

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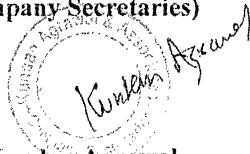
**Resolution No-2 Special Resolution**

**DESCRIPTION:- RE-APPOINTMENT OF MR. KAUSHIK DUTTA (DIN: 03328890) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE YEARS.**

Details of voting	Total No. of Members Voted	Total No. Valid Votes		Total of Invalid votes	Total votes casted	Total Valid Casted	% of Total valid casted in favor of Special Resolution	% of Total valid casted in against of Special Resolution
		In favour	In Against					
By Poll	28	67778	67	61	67906	67845	99.81%	0.09%
By E- Voting	87	58817446	19817	100	58837363	58837263	99.97%	0.03%
Consolidated	115	58885224	19884	161	58905269	58905108	99.97%	0.03%

10. All the relevant records of electronic voting will remain in our safe custody until the chairman considers, approves and signs the minutes of declaration of postal Ballot results and the same shall be handed over to the Company Secretary for safe keeping.
11. All the resolutions have secured requisite majority of votes and may be considered to have been passed. The company secretary may declare the results of voting accordingly.

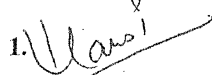
For Kundan Agrawal & Associates  
(Company Secretaries)



CS Kundan Agrawal  
(Scrutinizer)  
M.No-F7631  
C.P No-8325

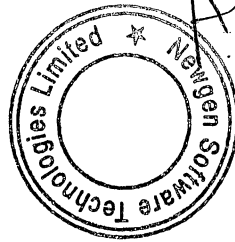
Date:- 27/06/2019  
Place:- New Delhi

Witness:

1. 

MANSI CHADHA  
D/O SH. R.K. CHADHA  
R/O H-108, GF, RANIBAGH  
NEW DELHI-110034

For Newgen Software Technologies Limited





Company Secretary  
(Aman Mourya)

2. 

Rahul Batra  
S/o Sanjay Batra  
R/O- MB-248, Shakarpur,  
New Delhi-110092