



**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:** October 04, 2023

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	<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:- Receipt of certified true copy of the Order from the Hon’ble National Company Law Tribunal, New Delhi in the matter of the Scheme of Amalgamation of Number Theory Software Private Limited with Newgen Software Technologies Limited**

Dear Sir/ Ma'am,

This has reference to our earlier disclosures dated May 03, 2022 and August 22, 2022, in connection with the Scheme of Amalgamation of Number Theory Software Private Limited (Wholly owned Subsidiary) with Newgen Software Technologies Limited, under the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder.

This is to inform you that the Hon’ble National Company Law Tribunal, New Delhi Bench (‘Hon’ble NCLT’), has on September 27, 2023, pronounced the order, approving the aforesaid Scheme of Amalgamation (‘Order’) and has been uploaded on the website of Hon'ble NCLT on October 04, 2023.

A certified true copy of the aforesaid order is enclosed with this letter for your information and record.

This disclosure is being made in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and record.

Thanking You.  
**For Newgen Software Technologies Limited**

**Aman Mourya**  
**Company Secretary**

**Encl.: As above**



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**IN THE NATIONAL COMPANY LAW TRIBUNAL: NEW DELHI**  
**COURT - IV**

**ITEM No.101**  
**CP(CAA)/110/ND/2022**

**IN THE MATTER OF:**

Number Theory Software Private Limited  
And  
Newgen Software Technologies Limited

... Applicant

**Order under Section 230-232 of Companies Act, 2013.**

**Order pronounced on 27.09.2023**

**CORAM:**

**MR. MANNI SANKARIAH SHANMUGA SUNDARAM,**  
**HON'BLE MEMBER (JUDICIAL)**

**DR. BINOD KUMAR SINHA,**  
**HON'BLE MEMBER (TECHNICAL)**

**PRESENT:**

For the Applicant :  
For the Respondent :

**ORDER**

Order pronounced in open Court vide separate sheets.

CP(CAA)/110/ND/2022 stands allowed.

Sd/-

**DR. BINOD KUMAR SINHA**  
**MEMBER (TECHNICAL)**

Sd/-

**MANNI SANKARIAH SHANMUGA SUNDARAM**  
**MEMBER (JUDICIAL)**



11/10/2023  
C-12  
Keshav Sharma

04.10.2023

सहायक पंजीयक  
ASSISTANT REGISTRAR  
राष्ट्रीय कम्पनी विधि अधिकरण  
NATIONAL COMPANY LAW TRIBUNAL  
C.G.O. COMPLEX, NEW DELHI-110003

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
NEW DELHI BENCH-IV  
C.P. (CAA)/110(ND)2022  
IN  
C.A. (CAA)/72/ND/2022**

Under Sections 230 to 232 of the Companies Act, 2013 read with  
Companies (Compromise, Arrangements ad Amalgamation Rules, 2016)

**IN THE MATTER OF SCHEME OF AMALGAMATION**

**BETWEEN**

**Number Theory Software Private Limited  
... Transferor Company/Petitioner Company No.1**

**AND**

**Newgen Software Technologies Limited  
... Transferee Company/Petitioner Company No.2**

Hereinafter the Petitioner Company No.1 and Petitioner Company No. 2 are  
collectively referred to as 'the Petitioner Companies')

**Order Delivered on: 27.09.2023**

**CORAM:**

**SHRI MANNI SANKARIAH SHANMUGA SUNDARAM, HON'BLE MEMBER  
(JUDICIAL)**


**DR. BINOD KUMAR SINHA, HON'BLE MEMBER (TECHNICAL)**

**ORDER**

**PER: MANNI SANKARIAH SHANMUGA SUNDARAM, MEMBER (JUDICIAL)**

1. This petition has been jointly filed by the petitioner companies herein  
namely M/s Number Theory Software Private Limited (Petitioner  
Company No. 1/Transferor Company) and M/s Newgen Software  
Technologies Limited (Petitioner Company No. 2/Transferee Company)  
under section 230-232 of the Companies Act, 2013, read with the  
Companies (Compromise, Arrangements, Amalgamations) Rules,  
2016, ("Rules") and the National Company Law Tribunal Rules, 2016,





for the purpose of the sanction of the proposed Scheme of Amalgamation of the Transferor Company with Transferee Company. The copy of the Scheme of Amalgamation (hereinafter referred as the “Scheme”), has been placed on record.

2. The Petitioner Company No. 1/Transferor Company i.e., M/s Number Theory Software Private Limited was incorporated under the Provisions of Companies Act, 2013 on 08.01.2016 vide CIN: U72300DL2016PTC289417 having its registered office at BLK-D-10, PKT-8, G/F, SEC-23B, Dwarka, South West New Delhi-110077. Thus, this Tribunal is having territorial jurisdiction. The Authorized Share Capital of the Transferor Company is Rs. 10,00,000/- divided into 1,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Share Capital is Rs. 5,00,000/- divided into 50,000 Equity Shares of Rs. 10/- each.
3. The Petitioner Company No. 2/Transferee Company i.e., M/s Newgen Software Technologies Limited was incorporated under the Provisions of Companies Act, 1956 on 05.06.1992 vide CIN: L72200DL1992PLC049074 having its registered office at A-6 Satsang Vihar Marg, Qutab Institutional Area, New Delhi-110067. Thus, this Tribunal is having territorial jurisdiction. The Authorized Share Capital of the Transferee Company is Rs. 98,00,02,000/- divided into 9,80,00,200 Equity Shares of Rs. 10/- each; and Rs. 11,99,98,000/- divided into 1,19,99,800 Compulsory convertible preference shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Share Capital is





Rs. 69,95,57,010/- divided into 6,99,55,701 Equity Shares of Rs. 10/- each.

4. The Petitioner Companies submit that the rationale for the scheme of amalgamation between the Transferor Companies and Transferee Company would have the following benefits: -

- i. Reduce managerial overlap, reduce administrative cost and strengthened leadership in the industry.
- ii. Improve organizational capabilities and leadership, arising from pooling of Assets, human capital and technical resources to compete successfully in an increasingly competitive industry.
- iii. Consolidation and simplification of the group structure, cost savings resulting from rationalization, standardization and simplification of business processes.
- iv. Avoiding un-necessary duplication of costs of administration, distribution, selling and marketing and reduction in legal and regulatory compliances.
- v. Achieving economies of scale.

5. The Appointed Date as fixed for the proposed scheme of Amalgamation is 1<sup>st</sup> April, 2022 or such other date as may be directed by the National Company Law Tribunal.

6. From the records, it is seen that the First Motion joint application seeking direction for dispensation/convening the meeting of Shareholders, Secured Creditors and Unsecured Creditors was filed before this bench vide **C.A. (CAA)/72(ND)OF2022** and based on such





application moved under Section 230-232 of the Companies Act, 2013, this Tribunal vide order dated 14.07.2022 (pronounced order) read with modified order dated 04.08.2022 has passed the following directions: -

- i. The requirement of convening the meeting of the shareholders, secured creditors and unsecured creditors of the Transferor Company/Petitioner Company No. 1 is dispensed with.
  - ii. The meeting of the Secured Creditors of the Transferee Company/Petitioner Company No. 2 is dispensed with.
  - iii. The meeting of the Equity Shareholders of the Transferee Company/Petitioner Company No. 2 was directed to be convened on Saturday, 24<sup>th</sup> September, 2022 at 11:30am to consider and if thought fit, approve, with or without modification, the proposed scheme of Amalgamation.
  - iv. The meeting of the Unsecured Creditors of the Transferee Company/Petitioner Company No. 2 was directed to be convened on Saturday, 24<sup>th</sup> September, 2022 at 03:00 p.m. to consider and if thought fit, approve, with or without modification, the proposed scheme of Amalgamation.
7. The Chairperson of the meeting of Unsecured Creditors of the Petitioner Company No. 2 had placed on record Chairperson's report dated 30.09.2022 wherein it was stated that the required quorum was present and the resolution for the approval of scheme of amalgamation



was approved, adopted and agreed with 100% votes in favour of the scheme.

8. The Chairperson of the meeting of Equity Shareholders of the Petitioner Company No. 2 had placed on record Chairperson's report dated 02.10.2022 wherein it was stated that the required quorum was present and the resolution for the approval of scheme of amalgamation was approved, adopted and agreed with 99.9959% votes in favour of the scheme.

9. In the present second motion petition, vide order dated 07.02.2023 passed by this Tribunal, the Tribunal directed the Petitioner Companies to publish notice of the hearing of the main Company Petition in two newspapers namely, "Business Standard" (English Delhi edition) and "Jansatta" (Hindi Delhi Edition) and in addition to the public notice, directed to issue notices to the (a) Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs; (b) Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs; (c) officer having jurisdiction over the Petitioner Company in the Income Tax Department; (d) NSE; (e) BSE; (f) SEBI and (g) Official Liquidator and to such other sectoral regulators or authorities that may be affected by the proposed scheme.

10. In compliance with the order dated 07.02.2023, the petitioner companies have filed an affidavit of service on 02.03.2023 affirming and disclosing that the applicants have effected publication in "Business Standard" (English, Delhi Edition) and "Jansatta" in (Hindi



Delhi Edition) both dated on 14.02.2023. In addition to the public notice, notices were served on the Regional Director (Northern Region), Registrar of Companies, NCT of Delhi and Haryana, Income Tax Department, Official Liquidator, NSE & BSE and SEBI.

11. Pursuant to the notice issued, the Regional Director, Income Tax Department and the Official Liquidator they have filed their response/reply in the matter.
12. The Regional Director (RD) in its report affidavit dated 26.04.2023 has made certain observations regarding the proposed scheme of Amalgamation among the Petitioner Companies. In response to the same, the Petitioner Companies had filed reply dated 23.06.2023 wherein the Petitioner Companies gave clarification to the observations made by the Regional Director. The details of the same are given below:

Observation	Observation by the Regional Director vide affidavit dated 26.04.2023	Reply by the Petitioner Companies dated 23.06.2023
1.	Refer Key Audit matters regarding Revenue recognition for software implementation services and Trade receivables and Provision for expected credit losses in auditors report for the F.Y. ended 31.03.2022 of Transferee Company.	The key audit matters are those matters that, in the professional judgment of Auditors were of significant in the audit of the financial statements of the said period. The key audit matters regarding revenue recognition for software implementation service, trade receivable and provisions for expected credit losses in the auditor's report for the F.Y. 31.03.2022 of Newgen Software Technologies Limited i.e., Transferee Company, is as per the Indian Accounting Standard (Ind AS) 115, Revenue from Contracts with Customers and (Ind AS) 109, Financial Instruments, respectively. It is further submitted that there are no qualifications made by the statutory







		auditor in the financials and the aforesaid provisions are only there as per the accounting standards and provisions of the applicable laws thereto.												
2.	In the financial statements for F.Y. 2021-22, the transferor company has shown only one shareholder, i.e., the Transferee Company. However, every private company (other than OPC) must have at least two shareholders.	<p>In this respect, the Transferor Company is a wholly-owned subsidiary of the Transferee Company. The Transferor Company is a private limited company and has two shareholders namely Newgen Software Technologies Limited holding 49,999 equity shares @ 10/- per share constituting 99.99% of the total paid up share capital and Newgen Computers Technologies Private Limited holding 1equity share @ 10/- per share constituting 0.001% of the total paid up share capital, the same is being evident from the list of shareholders. It is submitted that in accordance with the Indian Accounting Standard (Ind AS) 27, Separate Financial Statements, every company only has to provide the details of the shareholder holding more than 5% of the paid-up share capital, in its audited financial statements, thus only one shareholder's name i.e., Newgen Software Technologies Limited is being provided there. The List of Shareholders of the Transferor Company as on date is reproduced as under:</p> <p style="text-align: right;">Annexure - 4</p> <p style="text-align: center;"><b>Number Theory 6</b></p> <p style="text-align: center;"><u>LIST OF SHAREHOLDERS</u></p> <table border="1" data-bbox="749 1365 1141 1501"> <thead> <tr> <th>S.No</th> <th>Name of the Shareholder</th> <th>No. of Equity Shares (Rs. 10/- Paid Up)</th> <th>Address</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Newgen Software Technologies Limited</td> <td>49,999</td> <td>A-6 Satyag Vihar Marg Quib Institutional Area New Delhi-110067</td> </tr> <tr> <td>2.</td> <td>Newgen Computers Technologies Private Limited</td> <td>1</td> <td>A-6 Satyag Vihar Marg Quib Institutional Area New Delhi-110067</td> </tr> </tbody> </table> <p>For and On Behalf of Number Theory Software Private Limited</p> <p><i>T.S. Varadarajan</i></p> <p>T.S. Varadarajan Director DIN:00263115</p> <p>Date: 03.06.2022 Place: Chennai</p>	S.No	Name of the Shareholder	No. of Equity Shares (Rs. 10/- Paid Up)	Address	1.	Newgen Software Technologies Limited	49,999	A-6 Satyag Vihar Marg Quib Institutional Area New Delhi-110067	2.	Newgen Computers Technologies Private Limited	1	A-6 Satyag Vihar Marg Quib Institutional Area New Delhi-110067
S.No	Name of the Shareholder	No. of Equity Shares (Rs. 10/- Paid Up)	Address											
1.	Newgen Software Technologies Limited	49,999	A-6 Satyag Vihar Marg Quib Institutional Area New Delhi-110067											
2.	Newgen Computers Technologies Private Limited	1	A-6 Satyag Vihar Marg Quib Institutional Area New Delhi-110067											
3.	Refer to clause 9.1 of Section II of the Scheme.	The Transferee Company hereby confirms and undertakes to comply with the provisions of												





Transferee Company may kindly be directed to comply with the provision of section 232(3)(i) of the Companies Act, 2013 in regard to fee payable on its revised authorized share capital, if applicable.	Section 232(3)(i) of the Companies Act, 2013 and further state that applicable fees and charges, if any, with regard to payment of fee on increase in the authorized share capital of the Transferee Company subsequent to the sanction of scheme of Amalgamation, after deducting the aggregate fee already paid by Transferor Companies on its pre-merger authorized share capital, shall be paid by the Transferee Company to the Registrar of Companies, NCT of Delhi as per the provisions of the Companies Act, 2013.
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13. Thus, the Petitioner Companies vide reply affidavit dated 23.06.2023 duly replied to queries raised by the Regional Director and the Regional Director has not made any adverse remarks or observations thereafter. However, vide order dated 05.09.2023, the proxy counsel for the RD was present and have submitted that on the basis of the reply/responses made by the Petitioner Companies to the RD's report, the same stand cleared.
14. The Income Tax Department in its report dated 28.07.2023 in respect of Transferor Company and Transferee Company stated that the Income Tax department has no objection to the proposed amalgamation and the same is stated in order dated 05.09.2023.
15. The Official Liquidator in its report dated 28.03.2023 wherein it is stated that the affairs of the aforesaid Transferor Company do not appear to have been conducted in a manner prejudicial to the interest of its members or to public interest in terms of the provisions of the Companies Act, 2013.



16. It is affirmed in the petition that no investigation proceedings have been instituted or are pending in relation to the Petitioner Companies under section 235 to 251 of the Companies Act, 1956 or under section 210 to 226 of the Companies Act, 2013.
17. Certificates of Statutory auditor of the petitioner companies, has been placed on record to the effect that Accounting Treatment proposed in the Scheme of Amalgamation is in conformity with the Accounting Standard notified by the Central Government as specified under the provisions of Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies Accounts Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016, and other generally accepted accounting principles in accordance with the Companies Act, 2013, as applicable.
18. The shareholders of the petitioner companies are the best judges of their interest, being fully conversant with market trends. Therefore, their decisions are not supposed to be interfered with by the Tribunal for the reason that it is not proper on the part of the judicial function of the Tribunal to examine and evaluate entrepreneurial activities and their commercial decisions. It is well settled that the Tribunal evaluating the Scheme, of which sanction is sought under Section 230-232 of the Companies Act of 2013, will do not ordinarily go into the merits of the corporate decisions of companies as approved by their respective shareholders and creditors.



19. It has also been affirmed in the petition that the Scheme is in the interest of all the Petitioner Companies including their shareholders, creditors, employees and all concerned. In view of the foregoing, upon considering the approval accorded by the members and creditors of the Petitioner companies to the proposed Scheme, there appears to be no impediment in sanctioning the present Scheme.

20. Consequently, sanction is hereby granted to the Scheme under Section 230 to 232 of the Companies Act, 2013 with the following directions: -

- i. The Petitioners shall always remain bound to comply with the statutory requirements in accordance with law.
- ii. Notwithstanding the sanction, if there is any deficiency found or, violation committed, qua any enactment, statutory rule or regulation, the sanction granted by this court to the scheme will not come in the way of action being taken in accordance with the law, against the concerned persons, directors and officials of the petitioners.
- iii. While approving the Scheme as above, we further clarify that this order should not be construed as an order in any way granting exemption from payment of stamp duty, taxes or any other charges if any, and payment in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law.



21. This Tribunal further directs with respect to both the Transferor Company and the Transferee Company, that: -

- i. Upon the sanction becoming effective from the appointed date i.e., 01.04.2022 as provided under the scheme, the Transferor Company shall stand dissolved without undergoing the process of winding up.
- ii. All contracts of the Transferor Company, which are subsisting or having effect immediately before the Effective Date, shall stand transferred to and vested in the Transferee Company and be in full force and effect in favour of the Transferee Company and may be enforced by or against it as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obliged thereto;
- iii. All the employees of the Transferor Company shall be deemed to have become the employees and the staff of the Transferee Company with effect from the Appointed Date, and shall stand transferred to the Transferee Company without any interruption of service and on the terms and conditions no less favorable than those on which they are engaged by the Transferor Company, as on the Effective Date, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans and any other retirement benefits;



iv. All liabilities of the Transferor Company, shall, pursuant to the provisions of section 232(4) and other applicable provisions of the Companies Act, 2013, to the extent they are outstanding as on the Effective Date, without any further act, instrument or deed stand transferred to and be deemed to be the debts, liabilities, contingent liabilities, duties and obligations etc. as the case may be, of the Transferee Company and shall be exercised by or against the Transferee Company, as if it had incurred such liabilities.

v. All proceedings now pending by or against the Transferor Company be continued by or against the Transferee Company.

vi. Any person interested or affected shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.

22. Further, the Petitioner Companies shall within thirty days of the date of the receipt of this order, cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the Transferor Company shall be dissolved and the Registrar of Companies shall place all documents relating to the Transferor Company on the file kept by him in relation to the Transferee Company and the files relating to all the Petitioner Companies shall be consolidated accordingly.

23. In compliance with the requirement of Section 232 (7) of the Act, the transferee company shall until the full implementation of the Scheme



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of Amalgamation shall file a statement every year in the Form CAA 8 along with the required fees with the Registrar of Companies as prescribed in the Companies (Registration offices and fees) Rules 2014 within 210 days from the end of each financial year.

24. The petition stands allowed on the above terms.
25. Let copy of the order be served to the parties.

Sd/-

**DR. BINOD KUMAR SINHA**  
**MEMBER (TECHNICAL)**

Sd/-

**MANNI SANKARIAH SHANMUGA SUNDARAM**  
**MEMBER (JUDICIAL)**



  
04.10.2023

सहायक पंजीयक  
ASSISTANT REGISTRAR  
राष्ट्रीय कम्पनी विधि अधिकरण  
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