



Newgen Software Technologies Limited

CIN: L72200DL 1992PLC049074, E-44/13, Okhla Phase II, New Delhi 110020, India

Tel: +91 11 46533200, 26384060, 26384146 Fax: +91 11 26383963

Date: 27th September 2022

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)

Sub.: Consolidated Scrutinizer’s Report and voting Results of the meeting of Equity Shareholders of the Company held on 24th September 2022 pursuant to the Order of the Hon’ble National Company Law Tribunal, New Delhi Bench

Ref.: In the matter of Scheme of Amalgamation of Number Theory Software Private Limited (“the Transferor Company) with Newgen Software Technologies Limited (“the Transferee Company) and their respective Shareholders and Creditors.

Dear Sir/ Ma'am,

In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we enclose herewith Consolidated Scrutinizer’s Report and voting Results in relation to the meeting of the Equity Shareholders of the Company held on 24th September 2022 through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) facility as directed by the Hon’ble National Company Law Tribunal, New Delhi Bench.

This is for your kind information and record.

Thanking you.

For Newgen Software Technologies Limited

AMAN Digitally signed by
AMAN MOURYA
MOURYA Date: 2022.09.27
12:41:15 +05'30'

Aman Mourya
Company Secretary

Encl.: a/a

Registered Office: A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi 110067, India

Tel: +91 11 40770100, 26964733, 26963571 Fax: +91 11 26856936

info@newgensoft.com www.newgensoft.com

	NEWGEN SOFTWARE TECHNOLOGIES LIMITED
Date of the AGM/EGM	24-09-2022
Total number of shareholders on record date	107112
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	4
Public:	83

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - Considering, and if thought fit, approving with or without modification the Scheme of Amalgamation of Number Theory Software Private Limited ("the Transferor Company) with Newgen Software Technologies Limited ("the Transferee Company) and their respective Shareholders and Creditors.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	3,85,86,300	3,85,85,596	99.9982	3,85,85,596	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,85,85,596	99.9982	3,85,85,596	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	1,46,08,640	1,23,12,393	84.2816	1,23,12,393	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,23,12,393	84.2816	1,23,12,393	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	1,67,60,761	20,08,072	11.9808	20,05,932	2,140	99.8934	0.1065	0	111
	Poll		1,882	0.0112	1,858	24	98.7247	1.2752	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		20,09,954	11.992	20,07,790	2,164	99.8923	0.1077	0.1077	0
Total	6,99,55,701	5,29,07,943	75.6306	5,29,05,779	2,164	99.9959	0.0041	0	111	

For and On behalf of Newgen Software Technologies Limited

AMAN
MOURYA

Digitally signed by
AMAN MOURYA
Date: 2022.09.27
12:42:07 +05'30'

Aman Mourya
Company Secretary
Date:27-09-2022
Place:New Delhi

PARVINDRA NAUTIYAL
CS/LL.B. /TRADEMARK ATTORNEY

SCRUTINIZER'S REPORT

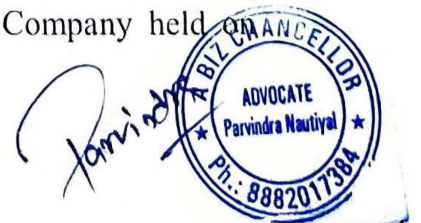
**[Pursuant to the directions of Hon'ble National Company Law Tribunal, Bench-IV
at New Delhi issued vides its order dated 14th July 2022 and modified order dated
04th August 2022]**

To,
Ms. Vasundhara Singh (Advocate)
The Chairperson of the NCLT convened Meeting
of Equity shareholder of Newgen Software Technologies Ltd.
A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi 110067

**Sub: Scrutinizer's report on the result of voting by Equity Shareholders of
Newgen Software Technologies Ltd. ("Company") by way of remote e-voting
during the given period and e-voting during the meeting held on September 24,
2022, at 11:30 AM (IST) through video conferencing ("VC")/other audio visual
means ("OAVM") pursuant to the directions issued by Hon'ble National
Company Law Tribunal, Bench-IV at New Delhi ("Hon'ble Tribunal" or
"NCLT") vide its order dated 14th July 2022 and modified order dated 04th
August 2022, in accordance with the provisions of sections 230-232 of the
Companies Act, 2013 ("Act") read with Companies (Compromises,
Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules")**

Respected Ma'am,

I, **Parvindra Nautiyal**, having office at B4//12b, Keshavpuram Delhi-110035, have been appointed as a Scrutinizer by the Hon'ble Tribunal vides its order dated 14th July 2022 and modified order dated 04th August 2022 ("**Order**"), for the purpose of scrutinizing the e-voting process i.e remote e-voting and e-voting during the meeting, in a fair and transparent manner, of equity shareholders of the Company held



Saturday, September 24, 2022 at 11:30 AM (IST) through video conferencing (VC) / other audio visual means (OAVM) in accordance with the provisions of sections 230 to 232 of Act read with Arrangement Rules and relevant circulars issued by Ministry of Corporate Affairs (“**MCA Circulars**”), on the below mentioned resolution seeking approval of the Equity shareholder to the Scheme of Amalgamation between Number Theory Software Pvt. Ltd (“**Transferor Company**”) and Newgen Software Technologies Ltd (“**Transferee Company**”) and their respective shareholders and creditors (“**Scheme**”) under the provisions of sections 230 to 232 of the Act read with the Arrangement Rules, as set forth in the notice of the meeting of equity shareholder of the Company (“**Notice**”).

Management's Responsibility

The compliance with the requirements of the Act read with the rules made thereunder and the above-said Order of the Hon’ble Tribunal related to the remote e-voting and e-voting process during the meeting, on the under-mentioned resolution, are the responsibility of the management of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutiniser's Responsibility

My responsibility as a Scrutiniser was restricted to ensuring that the remote e-voting and e-voting process during the meeting is conducted in a fair and transparent manner and to prepare a Scrutinizer's Report on the votes casted "in favour" or "against" the Resolution and "invalid" votes casted by the Equity Shareholders based on the reports generated from the e-voting system provided by Kfin Technologies Limited (“**Kfin**”).

I hereby submit my report as under:

1. As per the directions of the Hon’ble Tribunal, meeting of equity shareholder of the Company was duly convened and held through VC/OAVM on Saturday, Sept. 24, 2022 at 11:30 AM.

Parindras

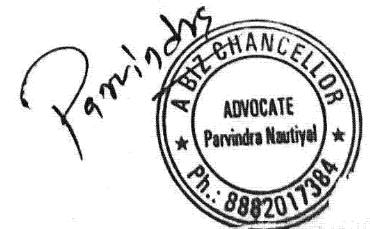


2. The Company had engaged Kfin, being an authorised agency to provide the facility to exercise the right to vote on the resolution proposed to be passed at the meeting through electronic means by using the electronic voting system during the meeting and through remote e-voting.
3. As confirmed by the Company, notices convening the meeting of Equity Shareholders of the Company along with a copy of Scheme and explanatory statement under sections 230(3), 232(1), 232(2) read with section 102 and other applicable provisions of the Act read with Rule 6 of the Arrangements Rules were sent to all the Equity Shareholders of the Company holding shares as on 12th August 2022 being the cut-off date. In Compliance with the directions of Hon'ble Tribunal under Para 12(F) of the order dated 14.07.2022. Equity Shareholders of the Transferee Company had been served notice(s) of the meeting along with the copy of the explanatory statement under the provisions of Companies Act, 2013, the copy of the scheme of amalgamation and other accompanying annexures through e-mail on their registered E-mail ID's on 22nd August 2022, which constitutes that the service of notice was in accordance with the order.
4. That the remaining 3,135 Equity Shareholders of the Transferee Company had been served notice(s) of the meeting along with the copy of the explanatory statement under the provisions of Companies Act, 2013, the copy of the scheme of amalgamation and other accompanying annexures through their courier on 22nd August 2022, which constitutes that the service of notice was in accordance with the order.
5. Accordingly in compliance with the directions given by the Hon'ble Tribunal in para 12(G) of the order dated 14.07.2022, the above said notice/citation has been published in the Newspapers "Business Standard" in English Language (Delhi edition) on 23rd August 2022 and in "Jansatta" in Hindi Language



(Delhi edition) on 23rd August 2022, which constitutes that the publication of notice was in accordance with the order.

6. The quorum as prescribed in the Order was 75% in value. In case the requisite quorum is not present at the time of commencement of meeting, then the meeting shall be adjourned by half an hour and thereafter, the persons present and voting shall be deemed to constitute the quorum. In this regard, at the time of commencement of meeting i.e., 11:30 AM and adjourn meeting was called 12.00 noon.
7. Post counting quorum, the meeting was adjourned for half an hour and after waiting for a further five minutes, with the available presence of members, the Chairperson called the Meeting to order.
8. The moderator informed that a total of 87 Equity Shareholders having 62.33% value as on the cut-off date, were present in the meeting.
9. As per the directions of the Hon'ble Tribunal, the Company had provided the facility to its Equity Shareholders to attend the meeting through VC/OAVM. In addition to this, adequate facility of e-voting during the meeting through electronic means by using the electronic voting system was also provided by the Company through Kfin.
10. Since, this meeting was held through VC/OAVM as per the directions of the Hon'ble Tribunal, therefore, the facility for appointment of proxies by the Equity Shareholders of the Company was not available.
11. That as per the directions of the Chairperson appointed for the meeting, voting window was opened from 12:15 p.m. to 12:30 p.m. for all the Equity Shareholders of the Company who have not casted their vote though remote e-voting during remote e-voting period



12. I have scrutinized and reviewed the votes tendered in the meeting based on the data downloaded from Kfin. The downloaded data were reconciled with the records maintained by Kfin and the authorisations with the Company.
13. The resolution placed before the Equity Shareholders and result of the e-voting on the same through e-voting during the meeting seeking approval of the Equity Shareholders of the Company is given hereinbelow:

“RESOLVED THAT pursuant to Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Compromise, Arrangement and Amalgamations) Rules 2016 and the National Company Law Tribunal Rules 2016 and other applicable Rules, circulars and notifications framed thereunder including amendment thereof, and such other applicable Regulations, Section 2(1B) and other applicable provisions, if any, of the Income-tax Act, 1961 and pursuant to the Memorandum of Association of the Company and subject to the sanction/confirmation by the Honourable National Company Law Tribunal (“NCLT”), New Delhi Bench and such other Statutory/ Government authority(ies) as may be necessary or as directed by the Hon’ble NCLT being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the Hon’ble NCLT or other appropriate authorities, the Amalgamation of Number Theory Software Private Limited (“the Transferor Company”) with Newgen Software Technologies Limited (“the Transferee Company”) and their shareholders and creditors, as a going concern with effect from the close of business on 1st April 2022 or such other date as the Hon’ble NCLT may direct or approve under the relevant provisions of the Companies Act, 2013 (“the Appointed Date”), as per the terms and conditions mentioned in the draft Scheme of Amalgamation as circulated, and laid before the meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things, as it may, in



absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and to effectively implement the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.


RESOLVED FURTHER THAT *the Board of Directors be and is hereby authorized to sign, seal and deliver all documents, agreements, and deeds and perform all acts, matters, and things and to take all such steps as may be necessary or desirable to give effect to this resolution."*

Voting Results of the Equity Shareholders :

(a) Votes casted **in favour** or **against** of the resolution:

Special Resolution		
Particulars	Number of Valid Votes	Percentage of Votes in assent/dissent of e-votes polled
	Number of e-vote polled	
Assent	5,29,05,779	99.9959% (in favour)
Dissent	2164	00.0041% (in against)
Total	5,29,07,943	100% (total value of e-vote polled)

No. of paid-up shares	No. of e-votes polled	Aggregate % of e-Votes Polled on outstanding	% of e-Votes in favour on e-	% of e-Votes against on	Votes Invalid

Parvinder


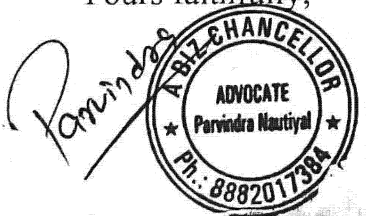
		shares during remote e-voting and the meeting through insta poll.	votes polled	votes polled	
6,99,55,701	5,29,07,943	75.6306	99.9959	0.0041	0

14. Based on the foregoing voting clause, it can be derived that 99.99% in value (*who validly voted through remote e-voting & e-voting during the meeting*) out of total e-voting polled for this Scheme, are in favour of the Scheme. Hence, the resolution is said to be passed by way of a Special resolution with the requisite majority.

15. All registers, relevant records and other incidental papers related to e-voting during the meeting will be handed over to the Company for safekeeping.

Thanking You.

Yours faithfully,



Parvindra Nautiyal

(Scrutinizer appointed by the Hon'ble Tribunal for the Meeting of the Equity Shareholders)

ACS: 65405

Contact - 8882017384

Adv. parvindra@gmail.com

Date: September, 26, 2022

Place: New Delhi