



# NEWGEN SOFTWARE TECHNOLOGIES LIMITED

Our Company was incorporated as 'Newgen Software Technologies Private Limited' on June 5, 1992, as a private limited company under the Companies Act, 1956 ("Companies Act 1956"), at New Delhi, with a certificate of incorporation granted by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("RoC"). Our Company became a deemed public limited company in terms of Section 43(A) of the Companies Act, 1956 with effect from July 1, 1997. Subsequently, pursuant to a resolution dated June 7, 2000 of our shareholders, our name was changed to 'Newgen Software Technologies Limited' and our Company was converted to a public limited company with effect from June 13, 2000. For details of changes in name and registered office of our Company, see "History and Certain Corporate Matters" on page 149 of the Red Herring Prospectus dated January 5, 2018 ("RHP").

**Registered and Corporate Office:** A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi 110 067, India; **Tel:** +91 11 4077 0100, 2696 3571, 2696 4733; **Fax:** +91 11 2685 6936; **Corporate Identity Number:** U72200DL1992PLC049074; **Contact Person:** Aman Mourya, Company Secretary and compliance officer, **Tel:** +91 11 2681 5472; **E-mail:** investors@newgensoft.com; **Website:** www.newgensoft.com

## OUR PROMOTERS: DIWAKAR NIGAM AND T.S. VARADARAJAN

**INITIAL PUBLIC OFFERING OF UP TO [-] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (THE "EQUITY SHARES") OF NEWGEN SOFTWARE TECHNOLOGIES LIMITED ("OUR COMPANY" OR "THE COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ [-] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹ [-] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ [-] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF [-] EQUITY SHARES BY OUR COMPANY AGGREGATING UP TO ₹ 950.00 MILLION AND AN OFFER FOR SALE OF UP TO 13,453,932 EQUITY SHARES AGGREGATING TO ₹ [-] MILLION BY THE SELLING SHAREHOLDERS (AS DEFINED HEREINAFTER), ("OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE [-]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND SELLING SHAREHOLDERS, IN CONSULTATION WITH THE GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS (THE "GCBLRLMs") AND BOOK RUNNING LEAD MANAGER ("BRLM") AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE IN THE PLACE WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED (THE "BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (THE "NSE", AND TOGETHER WITH THE BSE, THE "STOCK EXCHANGES") FOR THE PURPOSES OF UPLOADING ON THEIR RESPECTIVE WEBSITES.**

**PRICE BAND: ₹ 240 TO ₹ 245 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH**  
**THE FLOOR PRICE IS 24.00 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 24.50 TIMES THE FACE VALUE OF THE EQUITY SHARES**  
**BIDS CAN BE MADE FOR A MINIMUM OF 61 EQUITY SHARES AND IN MULTIPLES OF 61 EQUITY SHARES THEREAFTER**

### Risks to Investors:

- The two Global Co-ordinators and Book Running Lead Managers and one Book Running Lead Manager associated with the Offer have handled 36 public issues in the past three financial years out of which 11 public issues closed below the issue price on listing date.**
- The Price/Earnings ratio based on diluted Earnings Per Share (EPS) as per our Restated Consolidated Financial Statements for the Financial Year 2017, at the upper end of the Price Band, is as high as 23.27, as compared to the Nifty 50 Index Price/Earnings ratio of 26.99 (as on January 5, 2018).**
- The average cost of acquisition per Equity Share for our Promoters, Mr. Diwakar Nigam and Mr. T.S. Varadarajan is ₹ 1.02 and ₹ 0.76 respectively. The average cost of acquisition per Equity Share for the Selling Shareholders, i.e Unit Trust of India Investment Advisory Services Limited a/c Ascent India Fund III ("Ascent Capital"), IDG Ventures India Fund II LLC ("IDGVI"), SAP V (Mauritius) ("SAP V") and Vistra ITCL (India) Limited (formerly known as IL&FS Trust Company Limited) on behalf of Pandara Trust Scheme 1, a scheme of Pandara Trust (managed by Nishaavritra Investment Manager LLP) ("Pandara Trust") (Ascent Capital, IDGVI, SAP V and Pandara Trust are collectively referred to as the "Selling Shareholders") is ₹ 91.62, ₹ 92.04, ₹ 49.27 and ₹ 90.14 respectively, and the Offer Price at the upper end of the Price Band is ₹ 245.**
- The basic Earnings Per Share (EPS) and the diluted EPS as per our Restated Consolidated Financial Statements for the half year ended September 30, 2017 was ₹ 0.99 (not annualized) and ₹ 0.96 (not annualized), as compared to the basic EPS and the diluted EPS of ₹ 10.56 and ₹ 10.53 respectively for the financial year ended March 31, 2017.**

### BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the GCBLRLMs and the BRLM, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 and the Offer Price is 24.00 times the face value at the lower end of the Price Band and 24.50 times the face value at the higher end of the Price Band.

Bidders should also refer to the sections titled "Risk Factors", "Our Business" and "Financial Statements" on pages 15, 124 and 176, of the RHP respectively, to have an informed view before making an investment decision.

#### Qualitative Factors

Some of the qualitative factors which form the basis for the Offer Price are: 1. Software product company with industry analyst recognition; 2. Diversified business across several verticals; 3. Diversified revenue streams from multiple geographies with low customer concentration; 4. Recurring and non-recurring, repeat revenues from long standing customer relationships; 5. Focused on driving innovation through in-house R&D; 6. Experienced senior management team ably supported by a qualified talent pool of employees; and 7. Profitable track record, strong balance sheet and stable cash flows. For further details, please refer to "Our Business – Our Strengths" on page 125 of the RHP.

#### Quantitative Factors

Information presented in this section is derived from the Restated Financial Information.

Some of the quantitative factors which may form the basis for determination of the Offer Price are as follows:

##### 1. Earnings per Share

As per our Restated Standalone Financial Statements:

Year/Period ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2017	10.11	10.09	3
March 31, 2016	5.36	4.66	2
March 31, 2015	8.67	7.31	1
<b>Weighted Average</b>	<b>8.29</b>	<b>7.81</b>	<b>-</b>

For the six months ended September 30, 2017, the basic EPS was ₹ 0.96

(not annualized) and the diluted EPS was ₹ 0.93 (not annualized).

#### Note:

- EPS calculations are done in accordance with Accounting Standard 20 'Earnings Per Share' issued by the ICAI.
- The face value of each Equity Share is ₹ 10.
- Basic Earnings per share = Net profit/(loss) after tax, as restated attributable to equity shareholders / Weighted average number of shares outstanding during the fiscal
- Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the fiscal
- Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year, adjusted by the number of equity shares issued during the year multiplied by the time-weighting factor. The time-weighting factor is the number of days for which the specific shares are outstanding as a proportion of the total number of days during the fiscal
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each fiscal] / [Total of weights]

##### 2. Price/Earning ("PIE") Ratio in relation to the Price Band of ₹ 240 to ₹ 245 per Equity Share:

Particulars	As per our Restated Standalone Financial Statements	As per our Restated Consolidated Financial Statements
P/E ratio based on Basic EPS for the fiscal 2017 at the Floor Price	23.74	22.73
P/E ratio based on Diluted EPS for the fiscal 2017 at the Floor Price	23.79	22.79
P/E ratio based on Basic EPS for the fiscal 2017 at the Cap Price	24.23	23.20
P/E ratio based on Diluted EPS for the fiscal 2017 at the Cap Price	24.28	23.27

As per our Restated Consolidated Financial Statements:

Year/Period ended	Basic EPS (₹)	Diluted EPS (₹)	Weight
March 31, 2017	10.56	10.53	3
March 31, 2016	5.40	4.69	2
March 31, 2015	9.43	7.92	1
<b>Weighted Average</b>	<b>8.65</b>	<b>8.15</b>	<b>-</b>

For the six months ended September 30, 2017, the basic EPS was ₹ 0.99

(not annualized) and the diluted EPS was ₹ 0.96 (not annualized).

##### 3. Return on Net Worth ("RoNW")

Return on net worth as per Restated Standalone Financial Statements:

Period/fiscal ended	RoNW (%)	Weight
March 31, 2017	18.43	3
March 31, 2016	12.14	2
March 31, 2015	20.24	1
<b>Weighted Average</b>	<b>16.64</b>	<b>-</b>

For the six months ended September 30, 2017, the RoNW was 2.11% (not annualized).

\*Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each year] / [Total of weights]

##### 4. Minimum Return on Net Worth post-Offer required to maintain pre-Offer EPS for the fiscal March 31, 2017

To maintain pre-Offer Basic EPS

###### 1. Based on Restated Standalone Financial Statements:

- At the Floor Price - 19.31%
- At the Cap Price - 19.29%

###### 2. Based on Restated Consolidated Financial Statements:

- At the Floor Price - 19.97%
- At the Cap Price - 19.95%

##### 5. Net Asset Value ("NAV") per Equity Share of face value of ₹ 10 each

- Net asset value per Equity Share as per Restated Standalone Summary Statements of our Company as on March 31, 2017 was ₹ 42.93 and as on September 30, 2017 was ₹ 42.11.
- Net asset value per Equity Share as per Restated Consolidated Summary Statements of our Company as on March 31, 2017 was ₹ 43.34 and as on September 30, 2017 was ₹ 42.67.

###### iii. After the Offer (unconsolidated):

- At the Floor Price: ₹ 52.36
- At the Cap Price: ₹ 52.42

###### iv. After the Offer (consolidated):

- At the Floor Price: ₹ 52.87
- At the Cap Price: ₹ 52.93

###### v. Offer Price: ₹ [-]

*Restated net asset value per equity share (₹) = Restated Net worth as at the end of the year/Total number of equity shares outstanding at the end of the year. The net asset value per Equity Share has been adjusted for the bonus issue and split of face value of Equity Shares.*

##### 6. Average cost of acquisition of Equity Shares

For the average cost of acquisition of Equity Shares of the Promoters and the Selling Shareholders, see "Risk Factors- Prominent Notes" on page 39 of the RHP.

##### 7. Comparison with Listed Industry Peers

There are no listed entities in India which are similar to our line of business and comparable to our scale of operations.

The Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the GCBLRLMs and the BRLM on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and, on the basis of the above qualitative and quantitative parameters. The GCBLRLMs and the BRLM believe that the Offer Price of ₹ [-] is justified in view of the above parameters. Investors should read the above mentioned information along with the sections "Risk Factors" and "Financial Statements" on pages 15 and 176 of the RHP, respectively, to have a more informed view.

The trading price of the Equity Shares could decline due to any of the factors mentioned in the section titled "Risk Factors" on page 15 of the RHP, and any other factors that may arise in the future and you may lose all or part of your investments.

**For further details, please see the section entitled "Basis for Offer Price" on page 99 of the RHP.**

## BID/OFFER PERIOD

## BID/OFFER OPENS ON JANUARY 16, 2018\* | BID/OFFER CLOSES ON JANUARY 18, 2018

\* Our Company, in consultation with the GCBLRLMs and the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date i.e. on January 15, 2018.

# ASBA \*

Simple, Safe, Smart way of Application - Make use of it !!!

**\*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.**

**Mandatory in public issues from January 01, 2016. No cheque will be accepted.**

In case of a revision in the Price Band, the Bid/Offer Period will be extended for at least three additional Working Days after revision of the Price Band subject to the Bid/Offer Period not exceeding a total of 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the websites of the GCBLRLMs and the BRLM, and at the terminals of the members of the Syndicate and by intimation to Self-Certified Syndicate Banks ("SCSBs"), the Registered Brokers, Collecting Registrar and Share Transfer Agents ("CRTAs") and Collecting Depository Participants ("CDPs"). In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR"), read with Regulation 41 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") the Offer is being made through the Book Building Process, in compliance with Regulation 26(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be allocated to Qualified Institutional Buyers ("QIBs") (the "QIB Category"), provided that our Company may, in consultation with the GCBLRLMs and the BRLM, allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (the "Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price"). Further, 5% of the QIB Category (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors ("Non-Institutional Category") and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors ("Retail Category"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All Investors (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("ASBA") process, and shall provide details of their respective bank account in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("SCSBs"). Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "Offer Procedure" on page 367 of the RHP.

**Bidders/Applicants should ensure that DP ID, PAN and the Client ID are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.**

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects of our Company, see the section titled "History and Certain Corporate Matters" on page 149 of the RHP and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 422 of the RHP.

GLOBAL CO-ORDINATORS AND BOOK RUNNING LEAD MANAGERS		BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER	COMPANY SECRETARY & COMPLIANCE OFFICER
 <b>ICICI Securities Limited</b> ICICI Center, H.T. Parekh Marg, Churchgate, Mumbai - 400 020 Maharashtra, India <b>Tel:</b> +91 22 2288 2460; <b>Fax:</b> +91 22 2282 6580 <b>E-mail:</b> newgen ipo@icicisecurities.com <b>Website:</b> www.icicisecurities.com <b>Investor Grievance E-mail:</b> customercare@icicisecurities.com <b>Contact Person:</b> Shekhar Asnani/Vishal Kanjani <b>SEBI Registration No.:</b> INM000011179		 <b>IDFC Bank Limited</b> Naman Chambers, C 32, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Maharashtra, India <b>Tel:</b> +91 22 7132 5500; <b>Fax:</b> +91 22 6622 2501 <b>Email:</b> newgen.ipo@idfcbank.com <b>Website:</b> www.idfcbank.com <b>Investor Grievance E-mail:</b> mb.jg@idfcbank.com <b>Contact Person:</b> Gaurav Goyal/Harsh Thakkar <b>SEBI Registration No.:</b> MB/INM000012250	 <b>Karvy Computershare Private Limited</b> Karvy Selenium Tower B Plot 31 and 32, Gachibowli Financial District, Nanakramguda, Hyderabad 500 032 Telangana, India <b>Tel:</b> +91 40 6716 2222; <b>Fax:</b> +91 40 2343 1551 <b>Email:</b> einward.ris@karvy.com <b>Investor Grievance e-mail:</b> newgen.ipo@karvy.com <b>Website:</b> www.karisma.karvy.com <b>Contact Person:</b> M. Murali Krishna <b>SEBI Registration No.:</b> INR000000221	<b>Aman Mourya</b> A-6, Satsang Vihar Marg, Qutab Institutional Area, New Delhi 110 067, India <b>Tel:</b> +91 11 2681 5472; <b>Fax:</b> +91 11 2685 6936 <b>E-mail:</b> investors@newgensoft.com <b>Website:</b> www.newgensoft.com  Investors can contact the Company Secretary and Compliance Officer, the GCBLRLMs and BRLM, the Registrar to the Offer, in case of any pre-Offer or post-Offer related problems, such as non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account or refund orders, and non-receipt of funds by electronic mode. For all Offer related queries and for redressal of complaints, investors may also write to the GCBLRLMs and BRLM.

**AVAILABILITY OF RHP:** Investors are advised to refer to the RHP and the Risk Factors contained therein before applying in the Offer. Full copy of the RHP will be available on the website of the SEBI at www.sebi.gov.in, the websites of the GCBLRLMs at www.icicisecurities.com and www.jefferies.com, website of the BRLM www.idfcbank.com, the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively.

**AVAILABILITY OF BID CUM APPLICATION FORM:** Bid cum Application form can be obtained from the Registered Office of Company, **Newgen Software Technologies Limited** : **Tel:** +91 11 4077 0100, 2696 3571, 2696 4733; **Fax:** +91 11 2685 6936; **GCBLRLMs** : **ICICI Securities Limited** : **Tel:** +91 22 2288 2460, **Fax:** +91 22 2282 6580, **Jefferies India Private Limited** : **Tel:** +91 22 4356 6000; **Fax:** +91 22 6765 5595 and **BRLM** : **IDFC Bank Limited** : **Tel:** +91 22 7132 5500; **Fax:** +91 22 6622 2501 and the **Syndicate Members** : **Sharekhan Limited** : **Tel:** +91 22 6115 0000; **Fax:** +91 22 6748 1899 and **IDFC Securities Limited** : **Tel:** +91 22 6622 2585; **Fax:** +91 22 66 22 2504 at selected locations of Sub-Syndicate Members (as given below), Registered Brokers, CRTAs and CDPs participating in the Offer. Bid cum Application Forms will also be available on the websites of BSE, NSE, and at the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchanges and SEBI.

**SUB-SYNDICATE MEMBERS:** Almondz Global Securities Ltd; Amit Jasani Financial Services Pvt Ltd; Anand Rath Share & Stock Brokers Ltd; Angel Capital & Debt Market Ltd; Ashika Stock Broking Ltd; Asit C Mehta Investment Intermediates Ltd; Axis Capital Ltd; Axis Securities Ltd; Choice Equity Broking Pvt Ltd; Centrum Broking Ltd; DB (International) Stock Brokers Ltd; Edelweiss Broking Ltd; Eureka Stock & Share Broking Services Ltd; HDFC Securities Ltd; Hem Securities Ltd; ICICI Securities Ltd; India Infoline Ltd; Inventure Growth & Securities Ltd; JM Financial Services Ltd; Joindre Capital Services Ltd; Keynote Capitals Ltd; KJMC Capital Market Services Ltd; Kotak Securities Limited; Kotak Securities Ltd; LKP Securities Ltd; Matalia Stock Broking Pvt Ltd; Monarch Project & Finmarkets Ltd; Motilal Oswal Securities Ltd; MPSE Securities Ltd; Network Wealth Solutions Ltd; Nirmal Bang Securities Pvt Ltd; O.J. Financial Services Ltd; Prabhudas Ladhani Pvt Ltd; Pravin Ratilal Share & Stock Brokers Ltd; Realiance Securities Ltd; Religare Securities Ltd; RR Equity Brokers Pvt Ltd; RR Investors Capital Services Pvt Ltd; SBICAP Securities Ltd; Sharekhan Ltd; Shri Parasar Holdings Pvt Ltd; SMC Global Securities Ltd; SS Corporate Securities Ltd; Systematix Shares & Stocks (I) Ltd; VCK Share & Stock Broking Services Ltd;

**APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA):** Investors have to apply through the ASBA process. ASBA has to be availed by all the investors except Anchor Investors. For details on the ASBA process, please refer to the details given in the ASBA Form and Abridged Prospectus and also please refer to "Offer Procedure" on page 367 of the RHP. ASBA Forms can also be downloaded from the websites of BSE and NSE. ASBA Forms can be obtained from SCSBs, the list of which is available on the website of SEBI at (http://www.sebi.gov.in/sebiweb/home/list/53/30/0/RecognisedIntermediaries) and Syndicate Members, Registered Brokers, CRTAs and CDPs.

**ANCHOR ESCROW BANK, REFUND BANK AND PUBLIC OFFER ACCOUNT BANK:** ICICI Bank Limited

**All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.**

Place: New Delhi

Date: January 8, 2018

For NEWGEN SOFTWARE TECHNOLOGIES LIMITED

Sd/-  
On behalf of the Board of Directors  
Company Secretary and Compliance Officer

**NEWGEN SOFTWARE TECHNOLOGIES LIMITED** is proposing, subject to receipt of requisite approvals, market conditions and other considerations, an initial public offering of its equity shares and has filed the Red Herring Prospectus with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi. The Red Herring Prospectus is available on the websites of Securities and Exchange Board of India and the global co-ordinators and book running lead managers to the Offer, i.e. ICICI Securities Limited and Jefferies India Private Limited at www.sebi.gov.in, at www.icicisecurities.com and at www.jefferies.com, respectively and on the website of the book running lead manager to the Offer, IDFC Bank Limited at www.idfcbank.com. Investors should note that investment in equity shares involves a high degree of risk and for details refer to the Red Herring Prospectus, including the section titled "Risk Factors".

This announcement does not constitute an offer of securities for sale in any jurisdiction, including the United States, and any securities described in this announcement may not be offered or sold in the United States absent registration under the US Securities Act of 1933 or an exemption from such registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company or the Selling Shareholders and that will contain detailed information about the Company and management, as well as financial statements. No public offering or sale of securities in the United States is contemplated.

CONCEPT

Size: 32.9x50cm